

NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting of the members of **Tarini Enterprises Limited** will be held on Wednesday, 25th September 2024 at 01.00 P.M. at the registered office of the company at 3/14A, 1st Floor, Vijay Nagar, Double Storey, Delhi-110009 to transact the following business: -

ORDINARY BUSINESS:

- 1. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon.**

To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

- 2. To Re-Appoint M/s Rajput Jain & Associates, Chartered Accountants (FRN: 015341C) as statutory auditors of the company**

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s Rajput Jain & Associates, Chartered Accountants (FRN: 015341C) be and are hereby re-appointed for five years, as the Statutory Auditors of the Company, to hold office from the conclusion of this 18th Annual General Meeting to the conclusion of 24th Annual General Meeting of the company for the financial year ending on 31st March 2029 at such remuneration as shall be fixed by the Board of Directors of the company.”

- 3. Re-appointment of Mr. Ravi Prakash Bardia, as a director liable to retire by rotation:**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ravi Prakash Bardia (DIN: 00009231), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 4. To appoint Mr. Pranav Kumar Jha (DIN – 03123280) as Non – Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), and pursuant to article of association of the company, and upon recommendation of Nomination and Remuneration Committee, consent of members of the company be and is hereby accorded for appointment of Mr. Pranav Kumar Jha (DIN: 03123280), as the Non Executive Director of the company, on the remuneration of Rs. 50000 per months, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

- 5. To appoint Ms. Pallavi Singh (DIN – 10614413) as Non – Executive & Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Ms. Pallavi Singh (DIN: 10614413), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from May 30, 2024 till May 29, 2029, not liable to retire by rotation and shall be entitled to a sitting fee of Rs. 2500/- (Rupees two thousands five hundred Only) per meeting.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

- 6. To appoint Mr. Pratiyush Pandey (DIN – 08920403) as Non – Executive & Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”)[including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Pratiyush Pandey (DIN: 08920403), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from May 30, 2024 till May 29, 2029, not liable to retire by rotation and shall be entitled to a sitting fee of Rs. 2500/- (Rupees two thousands five hundred Only) per meeting.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

- 7. To appoint Mr. Rajni Kant Srivastava (DIN – 00662235) as Non – Executive & Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Rules framed thereunder,

Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Rajni Kant Srivastava (DIN: 00662235), who was appointed as an Additional Director in the capacity of an Independent Director with effect from May 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years from May 30, 2024 till May 29, 2029, not liable to retire by rotation and shall be entitled to a sitting fee of Rs. 2500/- (Rupees two thousands five hundred Only) per meeting.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deed, things, and matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

Date: 30.08.2024

Place: Delhi

For Tarini Enterprises Limited

Abhay Chand Bardia

Managing Director

DIN: 00009217

A-20 2nd Floor

CC Colony Rana Pratap Bagh,

Malka Ganj, Delhi - 110007

NOTES:

- I. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item No. 2 to 6 set out above and details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.1.5 of the Secretarial Standard on General Meetings, in respect of the Director seeking re-appointment at the Annual General Meeting (AGM) are annexed hereto
- II. **A MEMBER TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly stamped, completed, signed and must be received at the registered office of the company, not later than 48 hours before the time fixed for commencement of the meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

A person can act, as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
- III. A route map giving directions to reach the venue of the 18th Annual General Meeting is given at the end of the Notice.

- IV. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting Pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- V. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting.
- VI. The Register of Members and Share Transfer Books will Remain closed from Thursday, the 19th day of September, 2024 to Wednesday, 25th September, 2024 (both days inclusive).
- VII. Members are requested to:
- a) Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agents i.e. Skyline Financial Services Pvt. Ltd. located at D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
 - b) Please quote folio number/Client ID, DP ID numbers in all correspondence.
 - c) Consolidate holdings into one folio in case of multiplicity of folios with names in identical orders
- VIII. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for facilitating identification for attendance at the meeting.
- IX. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or RTA for assistance in this regard.
- X. As per Circular No. MRD/DOP/CIR-05/2009 dated May 20, 2009 issued by Securities and Exchange Board of India(SEBI), it is mandatory to quote Permanent account number (PAN) forParticipating in the securities market. Therefore, Members holding shares in dematerialized form are requested to submit the PAN Details to the Registrar and Share Transfer Agents of the company and those holding shares in physical form are requested to submit their PAN details to the company / RTA in order to comply with the SEBI guidelines.
- XI. Statutory Registers and documents referred to in the notice and Explanatory statement are open for inspection at the Registered office of the Company on all working days (Monday to Friday) between 11.00 A.M. To 01.00 P.M. up to the date of the Annual General Meeting and will also be available for inspection at the meeting.
- XII. As per SEBI Directions, now the physical instrument should necessarily mention the bank account details of the investors. In view of this, members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or our Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- XIII. Updation of Members' Details:
- The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding

shares in physical form are requested to submit the filled in form to the Company. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

- XIV. In line with the measures of Green initiative taken by SEBI, Companies act 2013 also provides for sending notice of the meeting and other shareholder correspondence through electronic mode. Members holding shares in Physical Mode are requested to register their Email ID with the company or its RTA and Members holding shares in demat mode are requested to register their Email ID with their respective Depository Participants (DP).
- XV. If there is any change in the Email ID already register with the company, Members are requested to immediately notify such change to the company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- XVI. Electronic copy of the notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a physical copy of the same. For members who have not registered their email IDs, physical copies of the Notice of the 18th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- XVII. Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report for the year ending 31st March 2024 will also be available on the Company's website www.tarinienterprises.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon marking a request for the same, by post free of cost.
- XVIII. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- XIX. 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.tarinienterprises.in. The Notice can also be accessed on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- XX. In terms of the notification issued by the Securities and Exchange Board of India, equity shares of the Company are under compulsory demat trading by all investors w.e.f. January 29, 2001. Shareholders are therefore advised to dematerialize their shareholding to avoid inconvenience in future.
- XXI. The members are requested to send the transfers, change of address, bank mandates and other related correspondence to the Registrars and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Limited, D-153 A, Okhla Industrial Area, Phase-I, New Delhi-110020.

- XXII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2024.
- XXIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., 18th September 2024 may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on.
- XXIV. 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.
- XXV. Ms. Loveleen Gupta, Company Secretary (Membership No. 5287), Proprietor of M/s. L. Gupta & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XXVI. 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.
- XXVII. The Scrutinizer shall after the conclusion of voting at the AGM, will 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 witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XXVIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tarinienterprises.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited, Mumbai.
- XXIX. 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 Saturdays, up to and including the date of the Annual General Meeting of the Company.

Place: Delhi
Date: 30.08.2024

By order of the Board of Directors

Sd/-
Abhay Chand Bardia
Managing Director
DIN 00009217
A-20 2nd Floor, C C Colony
Rana Pratap Bagh, Malka Ganj, Delhi 110007

Instructions for e-voting

The remote e-voting period begins on Sunday 22.09.2024 at 9.00 A.M and ends on Tuesday, 24.09.2024 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13.09.2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18.09.2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

1. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password'

and the system will force you to change your password.

c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

(a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

(c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

(d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

4. Now, you will have to click on "Login" button.

5. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to loveleen.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to tarinienterprisespvtltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to tarinienterprisespvtltd@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM

will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at tarinienterprisespvtltd@gmail.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT**(Pursuant to section 102 of the Companies Act, 2013)****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS IN THE NOTICE:****Item No. 4**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Pranav Kumar Jha (DIN: 03123280) as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company w.e.f. 8th April 2024, who holds office only upto the date of the forthcoming AGM and is eligible for appointment as a Director.

Considering the knowledge and experience of Mr. Pranav Kumar Jha, the Board of Directors recommends the appointment of Mr. Pranav Kumar Jha as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

A brief profile of Mr. Pranav Kumar Jha and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Pranav Kumar Jha is interested in the Ordinary Resolution set out at Item No. 4 with respect to his appointment. The relative(s) of Mr. Pranav Kumar Jha may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Except Mr. Pranav Kumar Jha, none other directors and Key Managerial Personnel and their relatives are interested in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Ms. Pallavi Singh (DIN: 10614413) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 30th May 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an independent Director requires approval of members, Ms. Pallavi Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Ms. Pallavi Singh that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Ms. Pallavi Singh fulfills the conditions for her appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Pallavi Singh for the office of Director of the Company.

A brief profile of Ms. Pallavi Singh and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Ms. Pallavi Singh is interested in the Ordinary Resolution set out at Item No. 5 with respect to her appointment. The relative(s) of Ms. Pallavi Singh may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Pratiyush Pandey (DIN: 08920403) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 30th May 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an independent Director requires approval of members, Mr. Pratiyush Pandey is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Pratiyush Pandey that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Pratiyush Pandey fulfills the conditions for his appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Pratiyush Pandey for the office of Director of the Company.

A brief profile of Mr. Pratiyush Pandey and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Pratiyush Pandey is interested in the Ordinary Resolution set out at Item No. 6 with respect to his appointment. The relative(s) of Mr. Pratiyush Pandey may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Rajni Kant Srivastava (DIN: 00662235) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 30th May 2024. In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an independent Director requires approval of members, Mr. Rajni Kant Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Rajni Kant Srivastava that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Rajni Kant Srivastava fulfills the conditions for his appointment as an Independent Director as specified in the Act. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Rajni Kant Srivastava for the office of Director of the Company.

A brief profile of Mr. Rajni Kant Srivastava and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement. Mr. Rajni Kant Srivastava is interested in the Ordinary Resolution set out at Item No. 7 with respect to his appointment. The relative(s) of Mr. Rajni Kant Srivastava may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Details of Directors seeking appointment/ re-appointment at the AGM

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2 on General Meetings]

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with regard to the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Refer Item No 2 of the Notice)

Table: 1

Name	Mr. Ravi Prakash Bardia	Mr. Pranav Kumar Jha
Age	59	49
Qualifications	Graduate	Post Graduate
Experience	30 Years	20 years
Brief profile	By virtue of his background and experience, Mr. Ravi Prakash Bardia has an extraordinarily broad and deep knowledge of the non-banking finance industry. He has valuable experience in managing the issue faced by large and complex corporations. His ability to manage different stakeholders, build consensus around divergent issues and lead his team effectively is invaluable to the Company. His rich experience will enable him to provide the Board with valuable insights to the understanding of complex strategic, operations and financial matters of the industry as well as the Company. His re-appointment will strengthen the Board's knowledge, capability and experience.	A dynamic and solution driven professional having more than 20 years of experience in leadership, Team development, Operations and management, etc. He is a leader, proficient in formulating and executing strategies and has worked in senior positions across a range of industries involving some of the finest global brands. He has an expertise to train and develop a team as per the emerging needs of 21st century, which can drive and produce extra ordinary result in a highly competitive and diverse environment.
Terms and conditions of re-appointment	N.A.	N.A.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	N.A.	N.A.
Remuneration proposed to be paid	N.A.	As per existing approved terms of appointment
Date of first appointment on the Board	20.05.2006	30.05.2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	85,680 shares	N.A.
Relationship with other Directors / Key Managerial Personnel	Brother of Mr. Abhay Chand Bardia.	N.A.

Number of meetings of the Board attended during the financial year 2023-24	8	N.A.
Directorships of other Boards as on March 31, 2024	1. Prosoft Trading Private Limited 2. Micron Precision Engineering Private Limited 3. Sukh Shanti Minerals Private Limited 4. Dwinger Agents Pvt. Ltd. 5. Kuber Kitchen Private Limited	1. Innoaqua Technologies Private Limited 2. Neowave Education Private Limited 3. Humannet Consultancy Private Limited
Chairmanship of Committees of other Boards as on March 31, 2024	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL

Table 2:

Name	Ms. Pallavi Singh	Mr. Pratiyush Pandey
Age	42 years	22 years
Qualifications	Doctorate	Pursuing Graduation
Experience	15 years	3 years
Brief profile	An Environmentalist & Consultant with PhD in Geography from V.B.S. Purvanchal University in 2008. Remote sensing, Digital Image Processing, Extraction of different features through Satellite data, etc. are core areas of expertise and having more than 15 years of vast experience in the said field. Also being a PhD holder, several papers & articles are published in Journals / Books.	Young and dynamic professional having vast domestic as well as international exposure of various filed including finance, manufacturing, processing, marketing, brand building etc. and the youngest entrepreneur who belief in the empowerment, development and upliftment of social and economic condition of rural population especially underprivileged girls and women of rural area. Started first venture under the name and style "Greenwear Fashion" and created an integrated garment manufacturing unit empowered with indigenous renewable energy resources.
Terms and conditions of re-appointment	N.A.	N.A.
Remuneration (including sitting	N.A.	N.A.

fees, if any) last drawn (FY 2023-24)		
Remuneration proposed to be paid	As per existing approved terms of appointment	As per existing approved terms of appointment
Date of first appointment on the Board	30.05.2024	30.05.2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	No relationship amongst directors	No relationship amongst directors
Number of meetings of the Board attended during the financial year 2023-24	N.A.	N.A.
Directorships of other Boards as on March 31, 2024	NIL	GREEN WEAR FASHION PRIVATE LIMITED
Chairmanship of Committees of other Boards as on March 31, 2024	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL

Table 3:

Name	Mr. Rajni Kant Srivastava
Age	59 years
Qualifications	Graduate
Experience	35 years
Brief profile	Worked with PRJ group and having vast experience of 35 years serving as Director /Proprietor in the Finance, Trading and logistics industry. Entrepreneurship qualities of running successful business, Business Planning and Strategic Planning are the core area of expertise.
Terms and conditions of re- appointment	N.A.
Remuneration (including sitting fees, if any) last	N.A.

drawn (FY 2023-24)	
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	30.05.2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	NIL
Relationship with other Directors / Key Managerial Personnel	No relationship amongst directors
Number of meetings of the Board attended during the financial year 2023-24	N.A.
Directorships of other Boards as on March 31, 2024	NIL
Chairmanship of Committees of other Boards as on March 31, 2024	NIL
Listed entities from which the Director has resigned in the past three years	NIL

TARINI ENTERPRISES LIMITED

(CIN: L51101DL2006PLC148967)

Regd. Off: 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

Phone No.: 011-32601237 Mobile: 9811024165

E Mail: tarinienterprisespvtltd@gmail.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full Name of the Member Attending _____

Member's Folio No/ Client ID: _____ and DP ID: _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 18th Annual General Meeting of the Company, to be held on Wednesday, 25th September 2024 at 01:00 P.M. at its registered office, 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

.....
Member's / Proxy's Signature

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Name of the company: TARINI ENTERPRISES LIMITED

Registered office: 3/14A 1st Floor Vijay Nagar, Double Storey, Delhi-110009

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I, being the member 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: _____

as my/our proxy to attend and vote (on poll) for me and on my behalf at the Extra-Ordinary General Meeting of the Company to be held on Monday, 08th July, 2024 at 10.00 A.M. at Registered Office of the company at T-189, Gali No 4, Shivaji Colony Narela Delhi-110040, India and / or at any adjournment thereof in respect of such resolution as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Directors and Auditor's for the financial year 31st March, 2024		
2.	To Re-Appoint M/s Rajput Jain & Associates, Chartered Accountants (FRN: 015341C) as statutory auditors of the company		
3.	To re-appoint Mr. Ravi Prakash Bardia, director of the Company who		

	retires by rotation		
4.	To appoint Mr. Pranav Kumar Jha as Non-Executive Director		
5.	To appoint Mrs. Pallavi Singh as Independent & Non-Executive Director		
6.	To appoint Mr. Pratiyush Pandey as Independent & Non-Executive Director		
7.	To appoint Mr. Rajni Kant Srivastava as Independent & Non-Executive Director		

Signed this ____ day of ____, 2024

Affix Re. 1/- revenue stamp

(Signature of the Shareholder)

(Signature of the Proxy holder (s))

TARINI ENTERPRISES LIMITED

(CIN: L51101DL2006PLC148967)

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Phone No.: 011-32601237 Mobile: 9811024165

E Mail: tarinienterprisespvtltd@gmail.com

Route Map to the venue of 18th Annual General Meeting