

**TAAZA
INTERNATIONAL LIMITED**

**21st
ANNUAL REPORT
2020-21**

TAAZA INTERNATIONAL LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

- ^Mr. Ramamohanreddy Yarragudi - Whole time Director (DIN:08210187)
- *Mr. P. Ravinder Rao - Chairman & Managing Director (DIN:01445527)
- Mr. G. V. Kamath - Independent Director (DIN:00333643)
- Mr. Y Satish Kumar - Independent Director (DIN:01310502)
- Mrs. D Vanaja Kumari - Independent Director (DIN 07151205)
- **Mr. Mohammed Sadiq Khan - Independent Director (DIN 08210187)
- Mr. Akilurahaman Khan - Independent Director (DIN 08460144)
- ^^Ms. Pilla Vijayalakshmi - Independent Director (DIN 01991711)

^Appointed w.e.f 13.02.2021

*Resigned w.e.f 13.02.2021

^^Appointed w.e.f 05.12.2020

**Resigned w.e.f 31.12.2020

Company Secretary

- Ms. Ankita Khataur Maheswari
- Appointed w.e.f 05.12.2020

CFO:

- Mr D. Srinivas - Resigned w.e.f 13.02.2021
- Mr. Alavalapati Prasad - Appointed w.e.f 13.02.2021

REGISTERED OFFICE

Plot No. 29, HACP Colony,
Kharkhana Road,
Secunderabad, Telangana – 500009.
Ph No 040-30228228

STATUTORY AUDITORS

V Ravi & Co
Chartered Accountants
Hyderabad

BANKERS

UTI Bank Ltd, Begumpet, Hyderabad
Bank of Maharashtra, Secunderabad
HDFC, Pet Basheerabad
State Bank of India, Tellapu Branch
HSBC, Begumpet

AUDIT COMMITTEE

- Mr. G V Kamath - Chairman
- Mrs. D Vanaja Kumari - Member
- Mr. Y Satish Kumar - Member

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NOMINATION & REMUNERATION COMMITTEE

Mr. Y Satish Kumar	- Chairman
Mr. G V Kamath	- Member
*Mr. Mohammed Sadiq Khan	- Member
^Mrs. D Vanaja Kumari	- Member

*Resigned w.e.f 31.12.2020

^Appointed w.e.f 31.12.2020

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. G V Kamath	- Chairman
* Mr. Mohammed Sadiq Khan	- Member
Mr. Y Satish Kumar	- Member
^Mrs. D Vanaja Kumari	- Member

*Resigned w.e.f 31.12.2020

^Appointed w.e.f 31.12.2020

INDEPENDENT DIRECTORS

Mr. Y Satish Kumar	- Chairman
Mrs. D Vanaja Kumari	- Member
Mr. G V Kamath	- Member

REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Pvt. Ltd.
D-511, 5th Floor, Bagree Market,
71, Biplabi Rash Behari Basu Road
(Formerly Canning Street)
Kolkata-700001

LISTED AT	: BSE Limited
ISIN	: INE392H01018
WEBSITE	: www.taazastores.com
INVESTOR E-MAIL ID	: info@taazastores.com
CORPORATE IDENTITY NUMBER	: L51109TG2001PLC072561

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NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Taaza International Limited will be held on Wednesday, the 29th day of September, 2021 at 11:00 a.m. through Video Conferencing/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended as on that date along with Cash Flow Statement and notes appended thereto (including the consolidated financial statements) together with the Directors' Report and Auditors' Report thereon.

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. RAMAMOHANREDDY YARRAGUDI (DIN: 08517059) AS DIRECTOR AND WHOLETIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. Ramamohanreddy Yarragudi (DIN: 08517059), who was appointed as an Additional Director of the Company in Executive capacity on the recommendation of Nomination and Remuneration and by the Board of Directors with effect from 13.02.2021 and who holds office until the date of the ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Ramamohanreddy Yarragudi (DIN: 08517059) as Whole-Time Director of the Company, for a period of 3 years commencing from 13.02.2021 to 12.02.2024 at a remuneration of Rs.

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1,00,000 per annum and the Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits in terms of Schedule V of the Companies Act, 2013, as amended from time to time.”

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Ramamohanreddy Yarragudi, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.”

“RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

3. **CHANGE IN NAME OF THE COMPANY AND SUBSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules there under (including any statutory modifications or re-enactment thereof, for the time being in force) and Memorandum of Association and Articles of Associations of the Company and necessary approval(s) required, if any, from appropriate authorities, including in-principle approval under regulation 45 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to change the name of the Company from “TAAZA INTERNATIONAL LIMITED” to the new name “INTERUPS INDIA LIMITED or such other name as may be approved by the Ministry of Corporate Affairs.”

“RESOLVED FURTHER THAT consequent to aforesaid change of name of the Company, the Name Clause of the Memorandum of Association be and is hereby altered by substituting existing name with the new name as may be approved by the Ministry of Corporate Affairs :

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“RESOLVED FURTHER THAT Board is authorized to make, sign and execute and file necessary applications, forms, papers, documents and furnish information as may be considered necessary or expedient including appointing attorney/s or authorised representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs / Registrar of Companies, Stock Exchange where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds, matters and things as may be considered necessary to give effect to the above mentioned resolution.”

**For and on behalf of the Board
Taaza International Limited**

**Place: Secunderabad
Date: 13.08.2021**

**Sd/-
Y. Ramamohanreddy
Whole Time Director
(DIN: 08517059)**

**Sd/-
D. Vanaja Kumari
Director
(DIN: 07151205)**

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NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
2. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment/ re-appointment at the AGM, form part of this Notice.
3. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and extended circular dated January 13, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
4. 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 MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. 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.taazastores.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.)
9. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2021 to 29.09.2021 (Both days inclusive).
10. Recent circular requires submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents (Niche Technologies Private Limited).
11. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Niche Technologies Private Limited., Share Transfer Agents of the Company for their doing the needful.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

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14. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
16. The Company has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the voting process.
17. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
- 21. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The voting period begins on 26.09.2021 at 9.00 a.m. and ends on 28.09.2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below: