

Notice

LT Foods Limited

Regd. Office:-Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, New Delhi-110 017
 CIN-L74899DL1990PLC041790, Website:-www.ltgroup.in
 Tel.: 011-29565344, Telefax:- +91-11-29563099, Email:-ir@ltgroup.in

Notice

Notice is hereby given that the 28th Annual General Meeting of the members of LT Foods Limited will be held on Monday, September 24, 2018 at 03.00 p.m. at Air Force Auditorium, Subroto Park, Dhaura Kuan, New Delhi-110010, to transact the following businesses:

Ordinary Business

1. To consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and Auditors report thereon
2. To appoint a Director in place of Mr. Surinder Kumar Arora (DIN: 01574728), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To declare dividend on equity shares of the Company.

Special Business

4. To ratify the resolution passed in the 27th AGM and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to ratify the resolution passed earlier 27th Annual General Meeting in respect to the following related party transactions between Company and other related parties as mentioned below.

(Amount in ₹ Lakhs)

Name of the Related Party	Nature of Transaction	Limit Approved by Shareholders of the Company for the FY 2017-18	Transaction made by the Company
Daawat Foods Limited	Sale, Purchase of Rice and Other Material	26100.00	26813.96
Nature Bio-Foods Limited	Leasing of Property	60.00	81.00
Raghunath Agro Industries Private Limited	Sale, Purchase of Rice and Other Material	9600.00	14502.72
	Corporate Guarantee	600.00	6871.00
LT Foods International Limited UK	Sale of Rice	13250.00	14620.00
LT Foods Europe B.V.	Corporate Guarantee	Nil	7365.00

RESOLVED FURTHER THAT all Whole-time Directors and Company Secretary of the Company be and are hereby individually authorised to sign any document or agreement for above transactions on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.

By order of the Board

For LT Foods Limited

Sd/-

Monika Chawla Jaggia

Company Secretary & Compliance Officer
 Membership No.-F-5150

Address: 4th Floor, MVL i-Park, Sector-15,
 Gurgaon, Haryana-122 001

Place: Gurugram

Date: 13th August 2018

Notice

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF.

The instrument appointing the proxy and should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding FIFTY (50) Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxy Holder shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Certified copy of Board Resolution(s) authorising representatives(s) to attend and vote at the meeting shall be sent to the Registered Office / Corporate Office of the Company.

3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect to item No. 4 of the notice set out above, is annexed hereto.
4. For the convenience of the shareholders, Attendance slip-cum- Entry pass & Proxy Form is annexed to this Report. Shareholders/ Proxy holders/ representatives are requested to affix their signatures at the space provided therein and surrender the Attendance slip- cum-Entry pass at the venue.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

7. BOOK CLOSURE

(a) The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, September 19th, 2018 to Monday, September 24th, 2018 (both days inclusive) for Annual General Meeting.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Bigshare Services Private Limited.

9. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Limited.

10. As per the provisions of Section 72 of the Companies Act, 2013, Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website i.e www.ltgroup.in under the section 'Investor Relations'.

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare, for consolidation into a single folio.

12. Non-Resident Indian Members are requested to inform Bigshare, immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pincode number, if not furnished earlier.



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13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
15. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
16. Electronic copy of the Annual Report for the financial period ended 31.03.2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
17. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any
18. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. 17th September 2018.
20. The voting period commence on 21st September, 2018 (09:00 AM) and ends on the close of 23rd September 2018 (5.00 PM). The e- voting module shall also be disabled by NSDL for voting thereafter.
21. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and corporate office on 25th September 2018. The results of the e-voting will also be posted on the Company's website www.ltgroup.in and communicated to the stock exchanges where the Company's shares are listed.
22. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
23. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.

Notice

Annexure to the Notice

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item 4:-Ratification of all material related party transactions entered by the Company during the financial year 2017-18.

The Shareholders in 27th AGM resolution approves all the material related party transactions for the financial year 2017-18. However, in the following cases, the company has transacted more than the approved amount. Hence the Board in their meeting held on 13th August 2018 decided to seek shareholders approval as required Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of Companies Act, 2013.

(Amount in ₹ Lakhs)

Name of the Related Party	Nature of Transaction	Limit Approved by Shareholders of the Company for the FY 2017-18	Transaction made by the Company
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Nature Bio-Foods Limited	Leasing of Property	60.00	81.00
Raghunath Agro Industries Private Limited	Sale, Purchase of Rice and Other Material Corporate Guarantee	9600.00 600.00	14502.72 6871.00
LT Foods International Limited UK	Sale of Rice	13250.00	14620.00
LT Foods Europe B.V.	Corporate Guarantee	Nil	7365.00

The disclosures required being provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members:

1. Name of the related party and nature of relationship: As per the below table
2. Name of the director or key managerial personnel who is related, if any: As per below table
3. Nature of relationship: - As per below table

Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship
Daawat Foods Limited	Vijay Kumar Arora Ashwani Kumar Arora Surinder Kumar Arora Ashok Kumar Arora	Subsidiary Company
Nature Bio-Foods Limited	-do-	Wholly Owned Subsidiary Company
LT Foods International Limited UK	-do-	Wholly Owned Subsidiary Company
LT Foods Europe B.V.	-do-	Fellow Subsidiary Company
Raghunath Agro Industries Private Limited	-do-	Subsidiary Company

4. Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
5. Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Directors approved this item on the 13th August 2018 and recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Special Resolution.

Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution to the extent of their shareholding and directorship in other companies.

Annexure to the notice (Pursuant to Regulation 36 of SEBI LODR) Regulations, 2015.

Name of Director	Surinder Kumar Arora
Date of Birth	21.12.1962
Brief Resume & Nature of his expertise	He is Managing Director of the Company. A matriculate who joined the partnership firm (LCTR) consisting of family members and has been associated with the Company since its inception. He has vast experience in procurement, production and plant operation.
Directorship in other Listed entity	Nil
Relationship between directors inter-se	Brother of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora
Shareholding of the Director	21,286,920



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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the registration counter for obtaining entry pass. The signature at the time of attendance at the meeting should tally with specimen signatures registered with the Company).

DP ID*	
Client ID*	

Regd. Folio No _____ No. of Shares held _____ I/We hereby record my/our presence at the 28th Annual General Meeting of the company held on Monday, September 24, 2018 at 03.00 p.m Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010.

Name and Address of the Shareholder/Proxy/Authorize Representative: _____ (In Block Letters)

I/We certify that I/We am/are registered shareholder(s)/proxy for the registered shareholder of the Company.

Signature of the Shareholder/Proxy/Authorize Representative _____

SHAREHOLDER INCLUDE BENEFICIAL OWNERS OF THE SHARES HELD IN DEMATERIALISED FORM BY THEM WITH DEPOSITORY PARTICIPANT (S).

* Applicable for investors holding shares in electronic form

**Form No. MGT-11
 PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L74899DL1990PLC041790

Name of the company : LT Foods Limited

Registered office : Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, New Delhi-110 017

Name of the Member(s) : _____

Registered Address : _____

Email ID : _____

Folio No/Client ID : _____

DP ID : _____

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

- Name: _____ Address: _____
 E-mail Id : _____ Signature : _____, or failing him
- Name: _____ Address: _____
 E-mail Id : _____ Signature : _____, or failing him
- Name: _____ Address: _____
 E-mail Id : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting of the Company, to be held on the _____ day of _____ At _____ a.m. / p.m. at _____ (place) and at any adjournment thereof in respect of such resolutions as are indicated below :

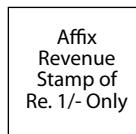
Resolution No.

- _____
- _____
- _____
- _____

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited. at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map

