



LT Foods

LT FOODS LTD.

CORPORATE OFFICE

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Haryana, India. T. +91-124-3055100 F. +91-124-3055199

CIN No. : L74899DL1990PLC041790

Regd. OFFICE

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New Delhi-110017, India, T. +91-11-29565344 F. +91-11-29563099

ANNEXURE - I -

Report on Annual General Meeting of L T Foods Limited Held on September 21, 2016

The 26th Annual General Meeting of the Members of the Company was held on Wednesday, September 21, 2016 at 3.00 P.M, at Air Force Auditorium, Subroto Park, Dhaula Kuan, and New Delhi-110 010.

Mr. Ashwani Kumar Arora was elected unanimously as Chairman of the meeting. He chaired the proceedings of the Meeting. Mr. Pramod Bhagat, Independent Director of the Company chaired the proceedings in respect of the items of business where Mr. Ashwani Kumar Arora was deemed to be interested.

Total 71 Members (including Proxies) attended the Meeting as per the Records of attendance. As the required quorum was present, the Chairman commenced the proceedings of the meeting.

The Chairman gave an overview of the financial performance of the Company for the Financial Year ended March 31, 2016 and its future outlook. The printed copy of Chairman's Speech was also distributed to the Members attending the Meeting.

The Chairman informed the Members that pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of the businesses to be transacted at the Annual General Meeting. The e-voting commenced on 18th September, 2016 at 09:00 A.M. and ended on 20th September, 2016 at 05:00 P.M. Mr. Debasis Dixit, Practicing Company Secretary, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a Poll on all the 13 Resolutions to be passed at the Meeting. Thereafter, all the 13 resolutions were proposed and seconded. On the invitation of the Chairman, Several Members addressed the Meeting, given their Suggestion and raised queries on the Company's accounts and businesses, which were replied by the Chairman.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and thereafter requested Mr. Debasis Dixit, Practicing Company Secretary and Mr. Atul Mittal, Member, Scrutinizers for conducting the Poll process in a fair and transparent manner. Both Scrutinizers distributed the Ballot Papers among all the members and described the polling process in detail. Thereafter both the Scrutinizers inspected, locked and sealed the Ballot Box and requested the members to put the ballot papers after casting their votes in the Box.

After ensuring that all the members have casted their vote, the Scrutinizer closed the poll and took custody of the Ballot Box.

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The Chairman announced that the combined results of e- voting and the electronic poll will be put on the Company's Website. Then the meeting was concluded with a Vote of the Thanks to the Chair.

The following businesses as proposed in the 26th Annual General Meeting Notice were transacted and passed as proposed without any modification.

ORDINARY BUSINESSES:

1. Adoption of
 - (a) the audited Financial Statements of the Company for the financial year ended March 31, 2016 the reports of the Board of Director and Auditors thereon; and
 - (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares (Ordinary Resolution)
3. Appointment of Mr. Surinder Kumar Arora (DIN: 01574728) retiring by rotation (Ordinary Resolution)
4. Ratification of Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

SPECIAL BUSINESSES:

5. Appointment of Mr. Ashok Kumar Arora as President (Punjab Operations) was passed as Special Resolution.
6. Appointment of Mr. Gokul Patnaik (DIN:00027915) as an Independent Director was passed as Ordinary resolution.
7. Appointment of Mr. Adesh Kumar Gupta (DIN: 00143192) as an Independent Director was passed as an Ordinary Resolution.
8. Appointment of Mr. Suparas Bhandari (DIN:00159637) as an Independent Director was passed as an Ordinary Resolution.
9. Approval of proposed related party transactions for the financial year 2016-17 was passed as a Special Resolution.
10. Authorization to Board of Directors to borrow money upto Rs.1100 Crores or the Paid-up Capital & Free Reserves, whichever is higher was passed as Special Resolution.
11. Authorization to the Board of Directors to create mortgages/Charges/hypothecation on whole or substantially the whole of the undertaking was passed as a Special Resolution.
12. Approval of Employee Stock Option Plan-2016 was passed as a Special Resolution.
13. Approval of grant of Employee Stock Options to the employees of subsidiary company was passed as a Special Resolution.



Voting Details

Business Details	No. of Votes Cast In favour (Both in e-voting & Physical voting through Ballot Paper at AGM Venue)	No. of Votes Cast Against (Both in e-voting & Physical voting through Ballot Paper at AGM Venue)	Result
Item No-1:- Adoption of Standalone and Consolidated Financials for the FY 2015-16 and other related matters	6125058	Nil	Passed as Ordinary Resolution
Item No-2:-Dividend Declaration	6125058	Nil	Passed as Ordinary Resolution
Item No-3:-Reappointment of retiring Director- Mr. Surinder Kumar Arora.	3401905	1	Passed as Ordinary Resolution
Item No-4:-Ratification of Appointment of Auditors and Fixing their Remuneration.	6125057	1	Passed as Ordinary Resolution
Item No-5:-Appointment of Mr. Ashok Kumar Arora as President (Punjab Operations).	3401905	1	Passed as Special Resolution
Item No-6:-Appointment of Mr. Gokul Patnaik (DIN:00027915) as an Independent Director.	6125057	1	Passed as Ordinary Resolution
Item No-7:-Appointment of Mr. Adesh Kumar Gupta (DIN: 00143192) as an Independent Director.	6125057	1	Passed as Ordinary Resolution
Item No-8:-Appointment of Mr. Suparas Bhandari (DIN:00159637) as an Independent Director.	6125057	1	Passed as Ordinary Resolution
Item No-9:-Approval of proposed related party transactions for the financial year 2016-17.	3401780	126	Passed as Special Resolution
Item No-10:-Authorization to Board of Directors to borrow money upto Rs.1100 Crores or the Paid-up Capital & Free Reserves, whichever is higher.	6124932	126	Passed as Special Resolution



Item No-11:-Authorization to the Board of Directors to create mortgages/Charges/hypothecation on whole or substantially the whole of the undertaking.	6124932	126	Passed as Special Resolution
Item No-12:-Approval of Employee Stock Option Plan-2016.	2813692	1	Passed as Special Resolution
Item No-13:-Approval of grant of Employee Stock Options to the employees of subsidiary Company.	2813567	126	Passed as Special Resolution

Confirmation as per Standard-19 of Secretarial Standard on General Meeting

We, the Undersigned Chairman of the 26th Annual General Meeting & Company Secretary be and hereby confirm the following.

- Chairman of the meeting was appointed unanimously by all the members present at the venue.
- Requisite quorum was present.
- The meeting was called, convened and conducted in accordance with prescribed laws and Secretarial Standards.
- There is no adjournment, postponement of the Annual General Meeting and also there is no change in venue.

For L T Foods Limited



Ashwani Kumar Arora
Chairman
26th Annual General Meeting
Din 01574773
Date: 23rd September, 2016




Monika Chawla Jaggia
Company Secretary



Membership No. F5150

Details of Voting Results

Date of the AGM	21 st September, 2016
Total Number of Shareholders on record date (i.e. September 14, 2016 – Cutoff date for e-voting purpose)	15,498 (Fifteen Thousand Four Hundred and Ninety Eight only.)
No. of Shareholders present in the meeting either in person or through proxy & voted electronically: 1. Promoters and promoter Group: 2. Public:	1 (One) 99 (Ninety Nine)
No. of Shareholders attended the meeting through Video Conferencing 1. Promoters and promoter Group: 2. Public:	Nil Nil



Agenda –Wise Disclosure

Resolution 1: Adoption of the Annual Accounts for the year ended 31st March, 2016 (Standalone and Consolidated) of the Company and Report of the Directors and Auditors

Resolution Required : (Ordinary/Special)				Ordinary				
Whether Promoter/Promoter Group was interested in the Agenda/resolution				No				
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-voting		Nil	Nil	N.A.	N.A.	Nil	Nil
Promoter Group	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3377105	Nil	100	Nil
	Poll		24801	00.29	24801	Nil	100	Nil
	Total	8473381	3401906	40.15	3401906	Nil	100	Nil
Total		26663187	6125058	22.97	6125058	Nil	100	Nil



Resolution 2: Declaration of Dividend on Equity Shares

Resolution Required : (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-voting		Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions								
	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions								
	E-voting	8473381	3377105	39.86	3377105	Nil	100	Nil
	Poll		24801	00.29	24801	Nil	100	Nil
	Total	8473381	3401906	40.15	3401906	Nil	100	Nil
Total		26663187	6125058	22.97	6125058	Nil	100	Nil



Resolution 3: Appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as a Director of the Company who retires by rotation and is eligible for re-appointment

Resolution Required : (Ordinary/Special)				Ordinary				
Whether Promoter/Promoter Group was interested in the Agenda/resolution				Yes				
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	17914173	Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	17914173	Not Voted on this agenda	Nil	N.A.	N.A.	Nil	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3377104	1	99.99	Nil
	Poll		24801	00.29	24801	Nil	100	Nil
	Total	8473381	3401906	40.15	3401905	1	99.99	Nil
Total		26663187	3401906	12.76	3401905	1	99.99	Nil



Resolution 4: Ratification of Re-Appointment of Auditor and fixing their Remuneration

Resolution Required : (Ordinary/Special)				Ordinary				
Whether Promoter/Promoter Group was interested in the Agenda/resolution				No				
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3377104	1	99.99	Nil
	Poll		24801	00.29	24801	Nil	100	Nil
	Total	8473381	3401906	40.15	3401905	1	99.99	Nil
Total		26663187	6125058	22.97	6125057	1	99.99	Nil



Resolution 5: Appointment of Mr. Ashok Kumar Arora as President (Punjab Operations) of the Company

Resolution Required : (Ordinary/Special)				Special				
Whether Promoter/Promoter Group was interested in the Agenda/resolution				Yes				
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	17914173	Not voted on this agenda	Nil	N.A.	N.A.	Nil	Nil
	Total	17914173	Nil	Nil	Nil	Nil	Nil	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3377104	1	99.99	Nil
	Poll		24801	00.29	24801	Nil	100	Nil
	Total	8473381	3401906	40.15	3401905	1	99.99	Nil
Total		26663187	3401906	12.76	3401905	1	99.99	Nil



Resolution 6: Appointment of Mr. Gokul Patnaik (DIN: 00027915) as a Independent Director of the Company

Resolution Required : (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3377104	1	99.99	Nil
	Poll		24801	00.29	24801	Nil	100	Nil
	Total	8473381	3401906	40.15	3401905	1	99.99	Nil
Total		26663187	6125058	22.97	6125057	1	99.99	Nil



Resolution 7: Appointment of Mr. Adesh Kumar Gupta (DIN: 00143192) as Independent Director of the Company

Resolution Required : (Ordinary/Special)				Ordinary				
Whether Promoter/Promoter Group was interested in the Agenda/resolution				No				
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting		Nil	Nil	N.A.	N.A.	Nil	Nil
		275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting		3377105	39.86	3377104	1	99.99	Nil
		8473381						
	Poll		24801	00.29	24801	Nil	100	Nil
	Total	8473381	3401906	40.15	3401905	1	99.99	Nil
Total		26663187	6125058	22.97	6125057	1	99.99	Nil



Resolution 8: Appointment of Mr. Suparas Bhandari (DIN: 00159637) as Independent Director of the Company

Resolution Required : (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total		Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3377104	1	99.99	Nil
	Poll		24801	00.29	24801	Nil	100	Nil
	Total		3401906	40.15	3401905	1	99.99	Nil
Total		26663187	6125058	22.97	6125057	1	99.99	Nil



Resolution 9: Approval of the Related Party Transactions for the financial year 2016-17

Resolution Required : (Ordinary/Special)					Special				
Whether Promoter/Promoter Group was interested in the Agenda/resolution					Yes				
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled	
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll	17914173	Nil	Nil	N.A.	N.A.	Nil	Nil	
	Total	17914173	Not Voted in this agenda	Nil	N.A.	N.A.	Nil	Nil	
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil	
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil	
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil	
Public-Non Institutions	E-voting	8473381	3377105	39.86	3376979	126	99.99	Nil	
	Poll		24801	00.29	24801	Nil	100	Nil	
	Total	8473381	3401906	40.15	3401780	126	99.99	Nil	
Total		26663187	3401906	12.76	3401780	126	99.99	Nil	



Resolution 10: Authorize the Board of Directors to borrow money in excess of the prescribed limits

Resolution Required : (Ordinary/Special)				Special				
Whether Promoter/Promoter Group was interested in the Agenda/resolution				No				
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll							
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3376979	126	99.99	Nil
			24801	00.29	24801	Nil	100	Nil
	Poll							
	Total	8473381	3401906	40.15	3401780	126	99.99	Nil
Total		26663187	6125058	22.97	6124932	126	99.99	Nil



Resolution 11: Authorize Board of Directors to create mortgages/charges/ hypothecation on whole or substantially the whole of undertaking

Resolution Required : (Ordinary/Special)		Special						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	3377105	39.86	3376979	126	99.99	Nil
			24801	00.29	24801	Nil	100	Nil
	Poll							
	Total	8473381	3401906	40.15	3401780	126	99.99	Nil
Total		26663187	6125058	22.97	6124932	126	99.99	Nil



Resolution 12: Approval of Employee Stock Option Plan 2016

Resolution Required : (Ordinary/Special)						Special			
Whether Promoter/Promoter Group was interested in the Agenda/resolution						No			
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled	
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
			Nil	Nil	N.A.	N.A.	Nil	Nil	
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil	
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil	
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil	
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil	
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil	
Public-Non Institutions	E-voting	8473381	65740	0.78	65739	1	99.99	Nil	
	Poll		24801	00.29	24801	Nil	100	Nil	
	Total	8473381	90541	1.07	90540	1	99.99	Nil	
Total		26663187	2813693	10.55	2813692	1	99.99	Nil	



Resolution 13: Approval of Employee Stock Options to the Employees of subsidiary Companies of the Company under ESOP 2016

Resolution Required : (Ordinary/Special)		Special						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll	17914173	2723152	15.20%	2723152	Nil	100	Nil
	Total	17914173	2723152	15.20%	2723152	Nil	100	Nil
Public-Institutions	E-voting	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
			Nil	Nil	N.A.	N.A.	Nil	Nil
	Poll		Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	Nil
Public-Non Institutions	E-voting	8473381	65740	0.78	65614	126	99.81	0.19
			24801	00.29	24801	Nil	100	Nil
	Poll		90541	1.07	90415	126	99.86	0.14
	Total	8473381	90541	1.07	90415	126	99.86	0.14
Total		26663187	2813693	10.55	2813567	126	99.99	Nil

The Scrutinizer has rejected 13 ballot papers for various reasons holding 113 equity shares.

Note: All the aforesaid resolution was passed with requisite majority

For on behalf of
L T Foods Limited



Ashwani Kumar Arora
Chairman
Din 01574773



Monika Chawla Jaggia
Company Secretary
Membership No. F5150



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Report of Scrutinizer(s)(Consolidated)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies(Management and Administration) Rules, 2014]

To
 The Chairman
 M/s LT Foods Limited

Ref: 26th Annual General Meeting (AGM) of the Equity Shareholders of M/s LT Foods Limited held on Wednesday, 21st September, 2016 at 03:00 P.M. at Air Force Auditorium, Subroto Park, Dhaura Kaun, New Delhi-110010 & E-voting conducted for the purpose.

Subject: Consolidated scrutinizer's Report on remote e-voting & voting through polling paper

Dear Sir,

We, CS Debasis Dixit (Company Secretary in Practice) and Mr. Atul Mittal (Member), appointed as Scrutinizer(s) by the board of directors of M/s LT Foods Limited (the Company) for the purpose of scrutinizing voting by use of ballot at the meeting pursuant to Articles of Association, Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the agreement with the Stock Exchanges to seek the approval of the Equity Shareholders for passing through remote e-voting/polling paper received in respect of the below mentioned resolutions as per the Notice of the 26th Annual General Meeting of the members of the Company held on Wednesday, 21st September, 2016 at 03:00 P.M. at Air Force Auditorium, Subroto Park, Dhaura Kaun, New Delhi-110010.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of polling papers by the shareholders on the resolutions contained in the Notice of the AGM of the Company is the responsibility of the Management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of polling papers at the meeting are conducted in fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the Resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and on the basis of polling papers used at the meeting.

As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from 18th September, 2016 at 09:00 AM and remained opened up to 20th September, 2016 at 05:00 P.M.

The Equity Shareholders holding shares as on 14th September 2016, "cut-off date", were entitled to vote on the Resolutions stated in the notice of AGM of the Company.



D DIXIT & ASSOCIATES
 COMPANY SECRETARIES

Regd. Office : H-2/206, Apra North Ex Plaza, Netaji Subhash Place, New Delhi-110044



After declaration of voting by use of polling papers by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the Company, and polling papers received were, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents (R&TA) of the Company and the authorizations/proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of polling papers. There was no person who has voted both in e-voting as well as in Annual General Meeting.

The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately, if any. The votes cast by use of ballots at the meeting were first counted.

The votes on remote e-voting were unblocked at New Delhi on 21st September 2016 at 04:30 PM after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>) and the same are being handed over to the Chairman.

The total votes cast in favour or against all the resolutions proposed in the Notice of AGM are as under:

RESOLUTION NO. 1 ADOPTION OF THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2016 (STANDALONE AND CONSOLIDATED) OF THE COMPANY AND REPORT OF THE DIRECTORS AND AUDITORS

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	3377105	55.13
Voting by Poll	58	2747953	44.87
Total	87	6125058	100

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	-	-
Voting by Poll	Nil	-	-
Total	Nil	-	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113



RESOLUTION 2: DECLARATION OF DIVIDEND ON EQUITY SHARE

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	3377105	55.13
Voting by Poll	58	2747953	44.87
Total	87	6125058	100

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	-	-
Voting by Poll	Nil	-	-
Total	Nil	-	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 3: APPOINTMENT OF MR. SURINDER KUMAR ARORA (DIN: 01574728) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND IS ELIGIBLE FOR RE-APPOINTMENT

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	3377104	99.27
Voting by Poll	57	24801	00.72
Total	85	3401905	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	-
Voting by Poll	Nil	-	-
Total	1	1	-



Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 4: RATIFICATION OF RE-APPOINTMENT OF AUDITOR AND FIXING THEIR REMUNERATION

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	3377104	55.13
Voting by Poll	58	2747953	44.86
Total	86	6125057	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	-
Voting by Poll	Nil	-	-
Total	1	1	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 5: APPOINTMENT OF MR. ASHOK KUMAR ARORA AS PRESIDENT (PUNJAB OPERATIONS) OF THE COMPANY

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	3377104	99.27
Voting by Poll	57	24801	0.72
Total	85	3401905	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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Remote e-voting	1	1	-
Voting by Poll	Nil	-	-
Total	1	1	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 6: APPOINTMENT OF MR. GOKUL PATNAIK (DIN: 00027915) AS A INDEPENDENT DIRECTOR OF THE COMPANY

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	3377104	55.13
Voting by Poll	58	2747953	44.86
Total	86	6125057	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	-
Voting by Poll	Nil	-	-
Total	1	1	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 7: APPOINTMENT OF MR. ADESH KUMAR GUPTA (DIN: 00143192) AS INDEPENDENT DIRECTOR OF THE COMPANY

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	3377104	55.13
Voting by Poll	58	2747953	44.86
Total	86	6125057	99.99

Voted against the resolution:



Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	-
Voting by Poll	Nil	-	-
Total	1	1	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 8: APPOINTMENT OF MR. SUPARAS BHANDARI (DIN: 00159637) AS INDEPENDENT DIRECTOR OF THE COMPANY

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	28	3377104	55.13
Voting by Poll	58	2747953	44.86
Total	86	6125057	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	-
Voting by Poll	Nil	-	-
Total	1	1	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 9: APPROVAL OF THE RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2016-17

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	3376979	99.27
Voting by Poll	57	24801	0.72



Total	84	3401780	99.99
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Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	126	-
Voting by Poll	Nil	-	-
Total	2	126	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 10: AUTHORIZE THE BOARD OF DIRECTORS TO BORROW MONEY IN EXCESS OF THE PRESCRIBED LIMITS

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	27	3376979	55.13
Voting by Poll	58	2747953	44.86
Total	85	6124932	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	126	-
Voting by Poll	Nil	-	-
Total	2	126	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 11: AUTHORIZE BOARD OF DIRECTORS TO CREATE MORTGAGES/CHARGES/HYPOTHECATION ON WHOLE OR SUBSTANTIALLY THE WHOLE OF UNDERTAKING

Voted in favour of the resolution:

Mode of voting	Number of	Number of votes	% of total number
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	members voted	cast by them	valid votes cast
Remote e-voting	27	3376979	55.13
Voting by Poll	58	2747953	44.86
Total	85	6124932	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	126	-
Voting by Poll	Nil	-	-
Total	2	126	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 12: APPROVAL OF EMPLOYEE STOCK OPTION PLAN 2016

Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	26	65739	2.33
Voting by Poll	58	2747953	97.66
Total	84	2813692	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	1	-
Voting by Poll	Nil	-	-
Total	1	1	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

RESOLUTION 13: APPROVAL OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY UNDER ESOP 2016

Voted in favour of the resolution:

Mode of voting	Number of	Number of votes	% of total number of
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	members voted	cast by them	valid votes cast
Remote e-voting	25	65614	2.33
Voting by Poll	58	2747953	97.66
Total	84	2813567	99.99

Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	126	-
Voting by Poll	Nil	-	-
Total	2	126	-

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
13	113

All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of AGM held on 21st September 2016 and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

Yours faithfully

For D Dixit & Associates
Company Secretaries

Debasis
Debasis Dixit
M.No-F-7218, CP No-7871
Place: Delhi
Dated: 22nd September, 2016

