

LT FOODS LTD.

CORPORATE OFFICE

MVL-1 Park, 4th Floor Sector - 15, Gurgaon - 122001, Haryana, India. T. +91-124-3055100 F. +91-124-3055199

CIN No.: L74899DL1990PLC041790

Regd. OFFICE

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ANNEXURE -1

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 BUSINESSESS:

- 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 BUSINESSESS:

- 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 was passed as Ordinary resolution.
- 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 Paidup 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 Crorers 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 26^{th} Annual General Meeting & Company Secretary be and hereby confirm the following.

- a. Chairman of the meeting was appointed unanimously by all the members present at the venue.
- b. Requisite quorum was present.
- c. The meeting was called, convened and conducted in accordance with prescribed laws and Secretarial Standards.
- d. 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

Total Number of Shareholders on record date (i.e. September 14, 2016 – Cutoff date for e-voting purpose)	21" September, 2016 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



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 I	Resolution Required: (Ordinary/Special)	/Special)		Ordinary				
Whether Pro	Whether Promoter/Promoter Group was interested	oup was interes	ited in the Agenda/resolution	tion				
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	E-voting		ΙΖ	ΞZ	N.A.	N.A.	Nil	-
Promoter	Poll	17914173	2723152	15.20%	2723152	īZ	100	Ni.
Group	Total	17914173	2723152	15.20%	2723152	Z	100	Ni
Public-	E-voting	275633	ĪZ	Nii	N.A.	N.A.	Nil	Nii
msultunions	Poll	0000	ΞZ	Niil	N.A.	N.A.	Nil	Nil
	Total	275633	Z	Nil	N.A.	N.A.	Nil	N
Public-	E-voting	8473381	3377105	39.86	3377105	ΞZ	100	Nil
Institutions	Poll	10001	24801	00.29	24801	Ē	100	Nil
	Total	8473381	3401906	40.15	3401906	īŽ	100	Ni
Total		26663187	6125058	22.97	6125058	ij	100	II.X



Resolution 2: Declaration of Dividend on Equity Shares

Whether Promoter Orategorda No. of Tate Spin Category (Categorda) Mode of Voting shares No. of Votes in No. of Shares No. of Votes in Shares No. of Votes in Share No. of Votes in Shares No. of Payonr on Votes polled No. of Votes in Shares No. of Payonr on Votes polled No. of Votes in Shares	Resolution 1	Resolution Required: (Ordinary/Special)	/Special)		Ordinary				
ry Mode of Voting share No. of share No. of votes Polled on held No. of Votes Folled on share No. of Votes Folled on held No. of Votes Folled on (4) No. of Votes in pore No. of Votes in Favour No. of Votes in Favour No. of Votes in Favour No. of Votes in Favour No. of Votes in Polled No. of Votes Polled on (4) No. of Votes in (5) No. of Votes in (6) No. of Votes in (6) No. of Votes in (6) No. of Votes polled (4) No. of Votes in (6) No. of Votes polled (7) No. of Votes in (7) No. of Votes in <th>Vhether Pro</th> <th>omoter/Promoter Gro</th> <th>oup was interes</th> <th>ted in the Agenda/resolutic</th> <th></th> <th></th> <th></th> <th></th> <th></th>	Vhether Pro	omoter/Promoter Gro	oup was interes	ted in the Agenda/resolutic					
E-voting	ategory	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
E-voting Nil Nil N.A. N.A. N.A. N.A. Nil Fer offing Total 17914173 2723152 15.20% 2723152 Nil 100 Fer offing E-voting 275633 Nil Nil N.A. N.A. Nil 100 Foundations Poll 275633 Nil Nil Nil N.A. N.A. Nil N.A. N.A. Nil N.A. N.A. Nil N.A. Nil N.A. Nil N.A. Nil N.A. Nil N.A. Nil			(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Foll Total 17914173 2723152 15.20% 2723152 Nil 100 Fe-voting E-voting 275633 Nil Nil Nil N.A. N.A. Nil 100 Foll Total 275633 Nil Nil Nil N.A. N.A. Nil Nil N.A. Nil Nil No.A. Nil 100 Nil No.A. Nil 100 Nil Nil 100 Nil 100 Nil Nil </td <td>romoter</td> <td>E-voting</td> <td></td> <td>Nil</td> <td>Nil</td> <td>N.A.</td> <td>N.A.</td> <td>Nil</td> <td>Nil</td>	romoter	E-voting		Nil	Nil	N.A.	N.A.	Nil	Nil
Funding E-voting Anil Nil <	romoter	Poll	17914173	2723152	15.20%	2723152	Ē	00	Nil
ic-simple sutions outions a light E-voting state at large at l	roup	Total	17914173	2723152	15.20%	2723152	Z	100	Nii
Holl Nil Nil <td>ublic-</td> <td>E-voting</td> <td>275633</td> <td>īZ</td> <td>Nii</td> <td>N.A.</td> <td>N.A.</td> <td>Nii</td> <td>Nil</td>	ublic-	E-voting	275633	īZ	Nii	N.A.	N.A.	Nii	Nil
Total 275633 Nil Nil N.A. N.A. Nil c- E-voting 8473381 3377105 39.86 3377105 Nil 100 utions Poll 24801 00.29 24801 Nil 100 Total 8473381 3401906 40.15 3401906 Nil 100 I 26663187 6125058 Nil 100	Istitutions	Poll		Ξ̈̈̈́Z	Nii	N.A.	N.A.	Nii	Nil
c- E-voting 8473381 3377105 39.86 3377105 Nil 100 utions Poll 24801 00.29 24801 Nil 100 Total 8473381 3401906 40.15 3401906 Nil 100 I 26663187 6125058 22.97 6125058 Nil 100		Total	275633	Z	Nii	N.A.	N.A.	Nii	Nil
utions Poll 24801 00.29 24801 Nil 100 Total 8473381 3401906 40.15 3401906 Nil 100 I 26663187 6125058 Nil 100	ublic-	E-voting	8473381	3377105	39.86	3377105	ij	100	Nii
Total 8473381 3401906 40.15 3401906 Nil 100 26663187 6125058 22.97 6125058 Nil 100	stitutions	Poll		24801	00.29	24801	ii.	100	Nil
26663187 6125058 22.97 6125058 Nil 100		Total	8473381	3401906	40.15	3401906	II.	100	Nil
	otal		26663187	6125058	22.97	6125058	II.	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 reappointment

esolution F	Resolution Required: (Ordinary/Special)	/Special)		Ordinary				
Vhether Pro	moter/Promoter Gra	oup was interes	Whether Promoter/Promoter Group was interested in the Agenda/resolution	on 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-voting		ΞZ	Nil	N.A.	N.A.	IIZ	Nii
and Promoter Group	Poll	17914173	Not Voted on this agenda	Nil	N.A.	N.A.	NII	Nil
dnor	Total	17914173	īZ	Nii	N.A.	N.A.	Z	Į.
Public-	E-voting	275633	Nii	II.	N.A.	N.A.	Nil	Nil
Institutions	Poll	500.17	Nii	ĪĪ	N.A.	N.A.	Ni.	Nil
	Total	275633	īZ	Ni	N.A.	N.A.	Nii	Z
Public-	E-voting	8473381	3377105	39.86	3377104	-	66.66	Nil
Institutions	Poll	1000/10	24801	00.29	24801	īZ	100	Nii
	Total	8473381	3401906	40.15	3401905	-	66'66	Nii
Total		26663187	3401906	12.76	3401905	-	66.66	Z

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

cesolution I	Nesolution Nequiled: (Olumbia)/Special)	(minode)		Orumary				
Whether Pro	Whether Promoter/Promoter Group was interested	oup was interes	ted in the Agenda/resolution	ion				
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	E-voting		Ϊ̈́Ζ	Nil	N.A.	N.A.	Ziz	Niil
Promoter	Poll	17914173	2723152	15.20%	2723152	īZ	100	Nil
Group	Total	17914173	2723152	15.20%	2723152	ij	100	Nii
Public-	E-voting	275633	Nil	Nil	N.A.	N.A.	Nii	Nii
msutunions	Poll		Nii	Nii	N.A.	N.A.	Nil	Nii
	Total	275633	Nii	Nil	N.A.	N.A.	Nil	N.
Public-	E-voting	8473381	3377105	39.86	3377104	-	66.66	Nil
Institutions	Poll		24801	00.29	24801	īZ	100	Nil
	Total	8473381	3401906	40.15	3401905	1	66.66	Nii
Total		26663187	6125058	22.97	6125057	-	66.66	Z



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

Resolution 1	Resolution Required: (Ordinary/Special)	//Special)		Special				
Whether Pro	Whether Promoter/Promoter Group was interested	oup was interes	sted 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-voting		Nil	Nii	N.A.	N.A.	Nil	ïŻ
and Promoter	Poll	17914173	Not voted on this agenda	Niil	N.A.	N.A.	Nil	Nii
Group	Total	17914173	Nii	Nil	IIN	ij	Nil	Nii
Public-	E-voting	275633	Nil	Niil	N.A.	N.A.	ij	Nii
rustitutions	Poll		Nil	Nii	N.A.	N.A.	Nii	Nii
	Total	275633	Nii	Nii	N.A.	N.A.	Ni	Nil
Public-	E-voting	8473381	3377105	39.86	3377104		66.66	Nii
Institutions	Poll		24801	00.29	24801	ïZ	100	N.
	Total	8473381	3401906	40.15	3401905	1	66.99	Z
Total		26663187	3401906	12.76	3401905	-	66'66	Ni

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

esolution	nesolution nequired. (Olumary/special)	Special)		Ordinary				
Vhether Pro	moter/Promoter Gro	up was interes	Whether Promoter/Promoter Group was interested in the Agenda/resolution	ion				
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	E-voting		IÏZ	N.	N.A.	N.A.	T.Z.	Nil
and Promoter	Poll	17914173	2723152	15.20%	2723152	Zi	100	Nii
Group	Total	17914173	2723152	15.20%	2723152	Z	100	Nii
Public-	E-voting	275633	Nii	N.I.	N.A.	N.A.	Nii	II.
Structions	Poll		Nil	Nil	N.A.	N.A.	Nil	N. I.I.
	Total	275633	Nil	ī.	N.A.	N.A.	Nii	Nil
Public-	E-voting	8473381	3377105	39.86	3377104	-	66.99	Nil
Institutions	Poll		24801	00.29	24801	ïZ	100	īï
	Total	8473381	3401906	40.15	3401905	-	66.66	ij
Total		26663187	6125058	22.97	6125057	-	66.66	Ī.

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

		(minada)						
Vhether Pro	moter/Promoter Gro	oup was interes	Whether Promoter/Promoter Group was interested in the Agenda/resolution	ion				
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	E-voting		ΞZ	Nil	N.A.	N.A.	IZ	N.
and	Poll	17914173	2723152	15.20%	2723152	Z	100	ij
Group	Total	17914173	2723152	15.20%	2723152	ïZ	100	ī
Public-	E-voting	275633	ΪŻ	IIX	N.A.	N.A.	Nii	ij
Institutions	Poll	50000	ii <mark>Z</mark>	Nii	N.A.	N.A.	Nil	N:I
	Total	275633	īZ	Nil	N.A.	N.A.	Nil	Ī
Public-	E-voting	8473381	3377105	39.86	3377104	-	66'66	ij
Institutions	Poll	1000	24801	00.29	24801	Ī	100	Nii
	Total	8473381	3401906	40.15	3401905	1	66.99	Ni
Total		26663187	6125058	22.97	6125057	-	99.99	Z



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

resolution	resolution required: (Ordinary/Special)	Special)		Ordinary				
Vhether Pro	Whether Promoter/Promoter Group was interested i	up was interes	ted in the Agenda/resolution	ion				
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	E-voting		Nil	N:I	N.A.	N.A.	Nil	Nil
and Promoter	Poll	17914173	2723152	15.20%	2723152	III	100	Nil
Group	Total	17914173	2723152	15.20%	2723152	IIN	100	Nii
Public- Institutions	E-voting	275633	Nii	Z.	N.A.	N.A.	Nii	N.
Stications	Poll		Nii	Nii	N.A.	N.A.	Nil	Nii
	Total	275633	Nil	Nii	N.A.	N.A.	Nil	īZ
Public-	E-voting	8473381	3377105	39.86	3377104	-	66.99	Nil
Institutions	Poll		24801	00.29	24801	Ī	100	Nii
	Total	8473381	3401906	40.15	3401905	-	66.99	Nii
Total		26663187	6125058	22.97	6125057	-	99.99	ijZ



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

Conning	Resolution Required: (Ordinary/Special)	/Special)		Special				
Whether Pro	Whether Promoter/Promoter Group was interested	oup was interes	sted 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
		(E)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	E-voting		ΞŻ	Nil	N.A.	N.A.	Nil	+
and Promoter	Poll	17914173	Not Voted in this agenda	ĪZ	N.A.	N.A.	Nil	N.
Group	Total	17914173	Nii	ijZ	ÏZ	ïZ	ij	Nii
Public-	E-voting	275633	ΙΪΝ	Z	N.A.	N.A.	Nii	N.
Institutions	Poll		Nii	Nil	N.A.	N.A.	Nii	Nil
	Total	275633	Nii	II.	N.A.	N.A.	Nil	Nii
Public-	E-voting	8473381	3377105	39.86	3376979	126	66.66	Nil
Institutions	Poll		24801	00.29	24801	E	100	Nil
	Total	8473381	3401906	40.15	3401780	126	66'66	N.
Total		26663187	3401906	12.76	3401780	126	99,99	iz.

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

esolution	Resolution Required: (Ordinary/Special)	/Special)		Special				
Vhether Pro	omoter/Promoter Gro	up was interes	Whether Promoter/Promoter Group was interested in the Agenda/resolution	ion				
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	E-voting		ī	Nii	N.A.	N.A.	Liz	Nil
and Promoter	Poll	17914173	2723152	15.20%	2723152	Ę	100	Nii.
Group	Total	17914173	2723152	15.20%	2723152	II.	100	N. I.
Public-	E-voting	27,5623	Nil	Nil	N.A.	N.A.	Zii	Nii
Institutions	Poll	27,3033	Nil	Nil	N.A.	N.A.	Nii	Nii
	Total	275633	Nil	Z	N.A.	N.A.	Nii	Z
Public-	E-voting	9473391	3377105	39.86	3376979	126	66.99	Zii
Non Institutions	Poll	1966/149	24801	00.29	24801	īZ	100	N.
	Total	8473381	3401906	40.15	3401780	126	66'66	Z
Total		26663187	6125058	22.97	6124932	126	66.66	Nil





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

CSOINTION	Resolution Required: (Ordinary/Special)	Special)		Special	al				
Whether Pro	Whether Promoter/Promoter Group was interested	up was interes	ted in the Agenda/resolution	tion					
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	E-voting		Z	IZ.		N.A.	N.A.	Nil	NII.
and Promoter	Poll	17914173	2723152	15.20%	272	2723152	ij	100	II.
Group	Total	17914173	2723152	15.20%	27.2	2723152	Z	100	Nii
Public-	E-voting	275633	liN	Nil		N.A.	N.A.	Nil	ïï
Insututions	Poll	0000	ij	iż	4	N.A.	N.A.	Nil	Nil
	Total	275633	II.	īZ		N.A.	N.A.	N.	Nil
Public-	E-voting	8473381	3377105	39.86	337	3376979	126	66.66	N. I.I.
Institutions	Poll	1000110	24801	00.29	27	24801	Z	100	Nil
	Total	8473381	3401906	40.15	34(3401780	126	66'66	ij
Total		26663187	6125058	22.97	612	6124932	126	99.99	Z

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Resolution 12: Approval of Employee Stock Option Plan 2016

Resolution R	Resolution Required: (Ordinary/Special)	/Special)		Special					
Whether Pro	Whether Promoter/Promoter Group was interested	oup was interes	ted in the Agenda/resolution	ion					
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	lon No. of es Votes in Favour	g .	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	E-voting		I.Z	II.X	N.A.			Nil	Nil
and Promoter	Poll	17914173	2723152	15.20%	2723152	1	II.Z	100	Z
Group	Total	17914173	2723152	15.20%	2723152	-	II.	100	Z
Public-	E-voting	275633	Nil	Nil	N.A.	+	N.A.	Nil	Zii
suomanasur	Poll	500017	Nil	īZ	N.A.	+	N.A.	Nil	ij
	Total	275633	Nii	Nii	N.A.	+	N.A.	Nil	Nil
Public-	E-voting	8473381	65740	0.78	62739	-	-	66.66	ΞZ
Institutions	Poll		24801	00.29	24801	-	IïN	100	Nii
	Total	8473381	90541	1.07	90540	+	_	66.66	II.
Total		26663187	2813693	10.55	2813692	269	-	99.99	Nil

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

Resolution F	Resolution Required: (Ordinary/Special)	'Special)		Special				
Whether Pro	Whether Promoter/Promoter Group was interested	up was interes	ted in the Agenda/resolution	ion				
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	E-voting		N.	Nil	N.A.	N.A.	Nil	Nil
and Promoter	Poll	17914173	2723152	15.20%	2723152	īž	100	Nil
Group	Total	17914173	2723152	15.20%	2723152	Z	100	Ni
Public-	E-voting	275633	Nil	NII	N.A.	N.A.	Nil	Ziz
Institutions	Poll	21,3033	Nil	Nil	N.A.	N.A.	Nil	Nil
	Total	275633	Nil	Nil	N.A.	N.A.	Nil	ī.
Public-	E-voting	8473381	65740	0.78	65614	126	99.81	0.19
Institutions	Poll		24801	00.29	24801	Nii	100	Nil
	Total	8473381	90541	1.07	90415	126	98.66	0.14
Total		26663187	2813693	10.55	2813567	126	99.99	N



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

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Ashwani Kumar Arora Chairman Din 01574773

oods !

NEW DELHI

Monita Chayla Jaggia Company Secretary Membership No. F5150



Tele. : +91 11 6454 1222 E-mail : pcsdebasis@gmail.com Mobile : +91 9999318222



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, Dhaula 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, 21th September, 2016 at 03:00 P.M. at Air Force Auditorium, Subroto Park, Dhaula 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 Piace, New Deif



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	4	
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
	TO THE THE

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		1 2 2
Voting by Poll	Nil		
Total	Nil	Tal .	

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 REAPPOINTMENT

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	A ASSO

DELATAL

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 ASSO
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Remote e-voting	1	1	The second second
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:

Telegist .

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		Jan Harris
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

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
				741	100	00

	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	4
Voting by Poll	Nil		- 4
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		2
Total	1	1	

Invalid votes:

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

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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

	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 21" 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 Dixit

M.No-F-7218, CP No-7871

Place: Delhi

Dated: 22rd September, 2016

