



LT Foods

LT FOODS LTD.

CORPORATE OFFICE

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Report on Annual General Meeting of LT Foods Limited Held on September 24, 2018

The 28th Annual General Meeting of the Members of the Company was held on Monday, September 24th, 2018 at 03.00 P.M., at Air Force Auditorium, Subroto Park, Dhaula Kuan, and New Delhi-110 010.

Shri Surinder Kumar Arora was elected unanimously to chair the proceedings of the Meeting. Shri Pramod Bhagat, Independent Director, Chaired the proceedings in respect of the items of business where Shri Surinder 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 proceeding of the meeting.

Registers as required under the Companies Act, 2013 were kept open and accessible for inspection at the venue of the Meeting. The Notice convening the meeting was taken as read.

The Chairman gave an overview of the financial performance of the Company for the Financial Year ended March 31, 2018 and its future outlook.

The Chairman informed the Members that pursuant to the provision of Section 108 of the Company 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 21st September, 2018 at 09:00 A.M. and ended on 23rd September, 2018 at 05:00 P.M. CS 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 4 Resolutions proposed to be transacted at the Meeting. Thereafter, all the 4 resolutions were proposed and seconded.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and thereafter requested CS Debasis Dixit, Practicing Company Secretary and Mr. Atul Mittal, Member, Scrutinizers for conducting the Poll process in a fair and transparent manner. Both the Scrutinizers then distributed the Ballot Papers among all the members and informed them how to fill the same. Thereafter both the Scrutinizer 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 thanked the members and other stakeholders and then concluded the meeting. He informed the members that the voting results will be made available on the website of the Company i.e. www.ltgroup.in and as well as website of NSDL within 48 hours of the conclusion of the meeting and the same shall be communicated to the Stock Exchange.

Then the meeting was then concluded with Vote of the Thanks to the Chair.

The following businesses as proposed in the 28th Annual General Meeting Notice were transacted and passed as proposed without any modification.

ORDINARY BUSINESS:

1. Adoption of
 - (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. (Ordinary Resolution)
2. Appointment of Mr. Surinder Kumar Arora (DIN: 01574728) retiring by rotation (Ordinary Resolution)
3. Declaration of Dividend on Equity Shares (Ordinary Resolution)


SPECIAL BUSINESS:

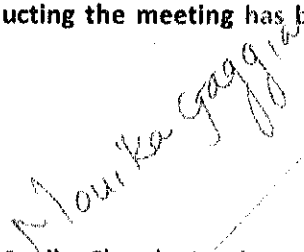
4. To Ratify the resolution passed in the 27th AGM (Approval of Excess Related Party Transactions for the FY 2017-18) (Ordinary Resolution)

Confirmation

We the undersigned confirmed that compliance of the act and the rules, secretarial standards made there under with respect to calling, convening and conducting the meeting has been duly complied with.

For L T Foods Limited


Surinder Kumar Arora
Chairman of 28th Annual General Meeting
DIN 01574728


Monika Chawla Jagla
Company Secretary
Membership No. F5150



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: 28th Annual General Meeting of the Equity Shareholders of M/s. LT Foods Limited held on held on 24th Day, September, 2018 at 03.00 PM at Air Force Auditorium, Subroto Park, DhaulaKuan, New Delhi-110010

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 28th Annual General Meeting of the members of the Company held on Monday, 24th September, 2018 at 03:00 P.M. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110 010.

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 21st September, 2018 at 09:00 AM and remained opened up to 23rd September, 2018 at 05:00 P.M.

The Equity Shareholders holding shares as on 17th September 2018, "cut-off date", were entitled to vote on the Resolutions stated in the notice of AGM of the Company.



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 Company/RTA and the authorizations/proxies lodged with the Company/RTA. 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 24th September 2018 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 NSDL (<https://www.evotingindia.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, 2018 (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	113	74779298	77.63
Voting by Poll	58	21544831	22.368
Total	171	96324129	99.998

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	5	1169	0.002
Voting by Poll	Nil	-	-
Total	5	1169	0.002

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
13	553



RESOLUTION 2: APPOINTMENT OF DIRECTOR IN PLACE OF MR. SURINDER KUMAR ARORA (DIN: 01574728), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND OFFERED HIMSELF 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	108	74612843	77.42
Voting by Poll	58	21544831	22.36
Total	166	96157674	99.78

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	11	212298	0.22
Voting by Poll	Nil	-	-
Total	11	212298	0.22

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
13	553

RESOLUTION 3: DECLARATION OF DIVIDEND ON EQUITY SHARES

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	111	74822193	77.64
Voting by Poll	58	21544831	22.357
Total	169	96367024	99.997

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	9	3148	0.00
Voting by Poll	Nil	-	-
Total	9	3148	0.003



Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
13	553

RESOLUTION 4: TO RATIFY THE RESOLUTION PASSED IN THE 27TH AGM (EXCESS RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2017-18)

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	105	35666298	99.26
Voting by Poll	58	257911	0.72
Total	163	35924209	99.98

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	11	7095	0.02
Voting by Poll	Nil	-	-
Total	11	7095	0.02

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
16*	29152293*

*Note: Inclusive of 3 members voted through e-voting holding 29151740 Equity Shares.

All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of AGM held on 24th September 2018 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: 25/09/2018