



# LT Foods

REF: LTF/SE/2016-17/62

To,  
The Secretary

**The National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No. C/1, G-Block,  
Bandra-Kurla Complex,  
Bandra(E), Mumbai

**Sub: Declaration of Result of Postal Ballot pursuant to Regulation 44 of SEBI( Listing Obligations & Disclosure Requirements) Regulations, 2015**

**Ref.: Code-532783 Scrip ID: Daawat**

**LT FOODS LTD.**

**CORPORATE OFFICE**

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

CIN No. : L74899DL1990PLC041790

**Regd. OFFICE**

Unit - 134, 1st Floor, Rectangle-1, Saket District Center, Saket,  
New Delhi-110017, India, T. +91-11-29565344 F. +91-11-29563099

**DATE: 28/12/2016**

Dear Sir,

This is to inform you that the Company has conducted Postal Ballot and the results have been announced by the Chairman today i.e. 28<sup>th</sup> December, 2016.

The following resolutions have been passed by the members of the Company through postal ballot with requisite majority:

1. Authorization to the Board of Directors to invest, to give loan or to give guarantees or to provide security not exceeding the limits permitted under Companies Act, 2013 or Rs. 900 Crores whichever is higher.
2. Determination of fees to be paid for delivery of any document through a particular mode of delivery under Section 20 of the Companies Act, 2013
3. Sub-division of 1(One) equity share of face value of Rs. 10/- each into 10(Ten) equity shares of face value of Re. 1/- each fully paid up.

The copies of Scrutinizer's report and statement containing details of voting results are enclosed herewith in the prescribed format.

You are requested to take the same on your record.

Thanking you,

Yours truly,

For LT FOODS LIMITED

  
Monika Chawla Jaggia

Company Secretary & Compliance Officer

Membership No. F5150

Address: 4<sup>th</sup> Floor, MVL- I Park, Sector-15, Gurgaon-122001



[www.ltgroup.in](http://www.ltgroup.in)

**DAAWAT**



**DEVAAYA**

**MY-MY**



# LT Foods

## Details of Voting Results

<b>Date of the EGM/AGM</b>	Not Applicable
Total Number of Shareholders on record date (i.e. November 18, 2016 – Cutoff date for e-voting purpose)	15422 (Fifteen Thousand Four Hundred Twenty Two Only)
No. of Shareholders present in the meeting either in person or through proxy & voted electronically: 1. Promoters and promoter Group: 2. Public:	4 (Four) 112 (One Hundred Twelve)
No. of Shareholders attended the meeting through Video Conferencing 1. Promoters and promoter Group: 2. Public:	Not Applicable

## Agenda –Wise Disclosure

**Resolution 1: To authorize the Board of Directors to invest, to give loan or to give guarantee or to provide security in the excess of the Prescribed Limit**

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)	(4)	(5)	(6)	(7)
	Poll (N.A.)		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	17914173	6901405	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Institutions	Total	17914173	6901405	38.52	6901405	Nil	100	
	E-voting	275775	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		Nil	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	275775	Nil	N.A.	N.A.	N.A.	N.A.	N.A.

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Public-Non Institutions	E-voting	3342276	39.45	3340345	1931	99.94	0.06
	Poll (N.A.)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	416	0.00	416	Nil	100	Nil
<b>Total</b>	<b>8473239</b>	<b>3342692</b>	<b>39.45</b>	<b>3340761</b>	<b>1931</b>	<b>99.94</b>	<b>0.06</b>
<b>Total</b>	<b>26663187</b>	<b>10244097</b>	<b>38.42</b>	<b>10242166</b>	<b>1931</b>	<b>99.98</b>	<b>0.02</b>

**Resolution 2: Determination of fees to be paid for delivery of any document through a particular mode of delivery u/s 20 of the Companies Act, 2013**

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)	(4)	(5)	(6)	(7)
	Poll (N.A.)		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot	17914173	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>		<b>17914173</b>	<b>6901405</b>	<b>38.52</b>	<b>6901405</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>
Public-Institutions	E-voting	275775	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		Nil	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total</b>		<b>275775</b>	<b>Nil</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
Public-Non	E-voting	8473239	3342276	39.45	3341902	374	99.99	0.01



Institutions	Poll (N.A.)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot	416	0.00	416	Nil	100	Nil	100	Nil
Total	8473239	3342692	39.45	3342318	374	99.99	374	99.99	0.01
	26663187	10244097	38.42	10243723	374	99.99	374	99.99	0.01

### Resolution 3 Sub-division of Face Value of Equity Shares of the Company

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)	(4)	(5)	(6)	(7)		
	Poll (N.A.)		Nil	Nil	Nil	Nil	Nil	Nil		
	Postal Ballot	17914173	6901405	N.A.	N.A.	N.A.	N.A.	N.A.		
	<b>Total</b>	<b>17914173</b>	<b>6901405</b>	<b>38.52</b>	<b>6901405</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>		
Public-Institutions	E-voting	275775	Nil	N.A.	N.A.	N.A.	N.A.	N.A.		
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		
	Postal Ballot		Nil	N.A.	N.A.	N.A.	N.A.	N.A.		
	<b>Total</b>	<b>275775</b>	<b>Nil</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>		
Public-Non Institutions	E-voting	8473239	3342276	39.45	3342208	68	99.99	0.01		
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.		



	Postal Ballot	416	0.00	416	Nil	100	Nil
<b>Total</b>	<b>8473239</b>	<b>3342692</b>	<b>39.45</b>	<b>3342624</b>	<b>68</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>	<b>26663187</b>	<b>10244097</b>	<b>38.42</b>	<b>10244029</b>	<b>68</b>	<b>100</b>	<b>0.00</b>

**Note:** All the aforesaid resolutions were passed with requisite majority.

For on behalf of  
LT Foods Limited



Vijay Kumar Arora

Chairman

DIN No. 00012203




Monika Chawla Jaggia

Company Secretary

PAN No. AETPJ0588B



Tele. : +91 11 6454 1222  
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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

**Subject: Consolidated scrutinizer's Report on remote e-voting & voting through physical ballot paper**

Dear Sir,

The Board of Directors of LT Foods Limited ("the Company") issued the postal ballot notice dated 14<sup>th</sup> November 2016 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice by way of voting by electronic means ("e-voting") or physical postal ballots; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, CS Debasis Dixit (Company Secretary in Practice) has appointed as Scrutinizer(s) by the board of directors of M/s LT Foods Limited (the Company), as required under Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing voting by use of ballot paper and e-voting in fair and transparent manner and ascertain the requisite majority for passing the following resolutions as contained in the Postal Ballot notice:

1. To Authorise the Board of Directors to invest, to give loan or to give guarantees or to provide security in the excess of the prescribed limit
2. Determination of fees to be paid for delivery of any document through a particular mode of delivery u/s 20 of the Companies Act, 2013
3. Sub-Division of Face value of Equity Shares of the Company

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 ballot paper by the shareholders on the resolutions contained in the Notice of the Postal Ballot 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 postal ballot are conducted in fair and transparent manner and render consolidated Scrutinizer's report of the total votes cast in



**D DIXIT & ASSOCIATES**  
COMPANY SECRETARIES

Regd. Office : H-2/206, Apra North Ex Plaza, Netaji Subhash Place, New Delhi-110034



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 postal ballot received by us.

As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from 28<sup>th</sup> November, 2016 at 09:00 AM and remained opened up to 27<sup>th</sup> December, 2016 at 05:00 P.M. and all physical postal ballot forms received till 27<sup>th</sup> December 2016 05:00 P.M. being the last date of receipt of postal ballot forms; were considered for my scrutiny. We have not received any postal ballot forms after 05:00 P.M. on Tuesday December 27<sup>th</sup> 2016.

The Equity Shareholders holding shares as on 18<sup>th</sup> November 2016, "cut-off date", were entitled to vote on the Resolutions stated in the notice of Postal Ballot of the Company.

The postal ballot notice along with the postal forms was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company has dispatched postal ballot forms and postage prepaid self addressed business reply envelopes on 28<sup>th</sup> November, 2016.

After the closure of Voting period on 27<sup>th</sup> December 2016 I have unblocked the electronic votes 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 Postal Ballot papers received were, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The Postal Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents (R&TA) of the Company and the authorizations 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 Postal Ballot papers. There was no person who has voted both in e-voting as well as Postal Ballot Paper.

We have not received any postal ballot papers, which were incomplete and/or which were otherwise found defective.

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

**RESOLUTION NO. 1 TO AUTHORISE THE BOARD OF DIRECTORS TO INVEST, TO GIVE LOAN OR TO GIVE GUARANTEES OR TO PROVIDE SECURITY IN THE EXCESS OF THE PRESCRIBED LIMIT**

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	32	3340345	32.60
Voting by Postal Ballot	72	6901821	67.39
Total	104	10242166	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	12	1931	0.01
Voting by Postal Ballot	Nil	-	-
Total	12	1931	0.01

Invalid votes:

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

**RESOLUTION 2: DETERMINATION OF FEES TO BE PAID FOR DELIVERY OF ANY DOCUMENT THROUGH A PARTICULAR MODE OF DELIVERY U/S 20 OF THE COMPANIES ACT, 2013**

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	39	3341902	32.62
Voting by Postal Ballot	72	6901821	67.37
Total	111	10243723	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	5	374	0.01
Voting by Postal Ballot	Nil	-	-
Total	5	374	0.01

Invalid votes:

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

**RESOLUTION 3: SUB-DIVISION OF FACE VALUE OF EQUITY SHARES 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	41	3342208	32.62
Voting by Postal Ballot	72	6901821	67.37





Total	113	10244029	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	3	68	0.01
Voting by Postal Ballot	Nil	Nil	-
Total	3	68	0.01

Invalid votes:

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

All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of Postal Ballot held on 28<sup>th</sup> December 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*  
Debasis Dixit  
M.No-F-7218, CP No-7871  
Place: Delhi  
Dated: 28<sup>th</sup> December, 2016

