

LT Foods Limited

Regd. Office:-Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, New Delhi-110017
CIN-L74899DL1990PLC041790, Website:-www.ltgroup.in
Telefax:- +91-11-26859344, Email:-ir@ltgroup.in

Notice

Notice is hereby given that the 29th Annual General Meeting of the members of LT Foods Limited will be held on Monday, September 30, 2019 at 12 Noon at Siri Fort Auditorium, August Kranti Marg, New Delhi-110049, to transact the following businesses:

Ordinary Business

- To consider and adopt:
 - the audited standalone financial statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2019.
- To declare dividend on equity shares of the Company.
- To appoint a Director in place of Mr. Ashwani Kumar Arora (DIN: 01574773), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Special Business

- To appoint Mr. Parmod Bhagat (DIN: 00198092) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mr. Parmod Bhagat (DIN: 00198092), who was appointed as Independent Director of the company in the Annual general Meeting held on September 29, 2014 for a period of 5 years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term up to the conclusion of the 34th Annual General Meeting of the Company”.

- To appoint Mrs. Radha Singh (DIN: 02227854) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mrs. Radha Singh (DIN: 02227854), who was appointed as Independent Director of the Company in the Annual general Meeting held on September 29, 2014 for a period of 5 years and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a second term up to the conclusion of the 34th Annual General Meeting of the Company”.

- To re-appoint Mr. Vijay Kumar Arora (DIN: 00012203) as Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Kumar Arora (DIN: 00012203) as Managing Director of the Company, for a period of 5 (five) years with effect from September 28, 2019 (who was appointed as Independent Director on September 29, 2014 for a period of 5 years and whose term concludes on September 28, 2019), on the terms and conditions as may be decided by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) from time to time and as may be acceptable to Mr. Vijay Kumar Arora, provided the same shall not exceed the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution”

- To approve the material Related Party Transactions for the Financial Year 2019-20 and in this regard to consider and

if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed material related party transactions between Company and other related parties as mentioned below on the terms and conditions as may be decided by the Board of Directors and Audit Committee keeping in mind the best interest of the company and agreed by the related party(s).

Name of the Related Party	Nature of Transaction and Proposed Maximum amount	Nature of Relationship
Daawat Foods Limited	Sales/Purchases/Interest received/Rent received/Corporate Guarantee Charges income/Expenses on Fleet lease/Insurance income/Advance given:- 81,279 lakhs	Subsidiary Company

Loan/Investment as referred above in the table means and includes loans, Investment and / or giving of any guarantee and / or providing security in connection with a loan.

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

8. To ratify of the related party transactions held during the financial year 2018-2019 and in this regard to consider and

if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

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

(Amount in ₹ lakhs)

Name of the Related Party & Nature of relationship	Nature of Contracts / Arrangements / Transaction	Duration of the Contracts/ arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any
1 Dawaat Foods Limited (Subsidiary Company)	Sales / Purchases / Corporate guarantee given and charges income / Insurance Income / Interest Income / Purchase of Fixed Assets / Sale of Fixed Assets.	01.04.18 to 31.03.2019	56,558.34

"RESOLVED FURTHER THAT, all Whole-time Directors and Company Secretary of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transaction on behalf of the Company

and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution."

By order of the Board
For LT Foods Limited

Sd/-
Monika ChawlaJaggia
Company Secretary & Compliance Officer
Membership No.- F-5150

Place: Gurugram
Date: August 08, 2019

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

Notice:

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

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

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

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

2. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting. Certified copy of Board Resolution(s) authorising representatives(s) to attend and vote at the meeting shall be sent to the Registered Office of the Company.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect to item No. 4, 5, 6, 7 and 8 of the notice set out above, is annexed hereto.
4. For the convenience of the shareholders, Attendance slip-cum- Entry pass & Proxy Form is annexed to this Report. Shareholders/ Proxy holders/ representatives are requested to affix their signatures at the space provided therein and surrender the Attendance slip- cum-Entry pass at the venue.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. BOOK CLOSURE
 - (a) The Company has notified closure of Register of Members and Share Transfer Books from Tuesday,

September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for Annual General Meeting.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Bigshare Services Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Limited.
10. As per the provisions of Section 72 of the Companies Act, 2013, Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website i.e www.ltgroup.in under the section 'Investor Relations'.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare, for consolidation into a single folio.
12. Non-Resident Indian Members are requested to inform Bigshare, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pincode number, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
15. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary

at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.

16. Electronic copy of the Annual Report for the financial period ended 31.03.2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
17. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any
18. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. September 24, 2019.
20. The voting period commence on September 27, 2019 (09:00 AM) and ends on the close of September 29, 2019 (5.00 PM). The e- voting module shall also be disabled by NSDL for voting thereafter.
21. The Scrutiniser will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and corporate office on October 1, 2019. The results of the e-voting will also be posted on the Company's website www.ltgroup.in and communicated to the stock exchanges where the Company's shares are listed.
22. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
23. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.

Annexure to the Notice

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

Item-4:-Appointment of Mr. Parmod Bhagat as an Independent Director

Mr. Parmod Bhagat is an Independent Director of the Company since February 17, 2006. However with the introduction of new Companies Act 2013(hereinafter referred to as the Act) Mr. Parmod Bhagat was appointed as Independent Director on September 29, 2014, for a period of 5 consecutive years to make his appointment in line with Section 149 of the act. Accordingly, his first term under the Act is till September 28, 2019.

On the recommendation of the board of Directors, It is proposed to appoint Mr. Parmod Bhagat as Independent Director under

Section 149 of the Act and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) 2015 to hold office for second term of further 5 (five) consecutive years concluding on 34th Annual General Meeting of the Company.

Mr. Parmod Bhagat is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Directors.

The Company has received notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Parmod Bhagat for the office of Directors of the Company.

The Company has also received declaration from Mr. Parmod Bhagat that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mr. Parmod Bhagat fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulation.

Copy of the draft appointment letter for appointment of Mr. Parmod Bhagat as Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

None of the Directors except Mr. Parmod Bhagat is interested in the resolutions set out at Item Nos. 4 of the Notice.

The relatives of Mr. Parmod Bhagat may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at Item Nos. 4 of the Notice for approval by the shareholders.

Item-5:-Appointment of Mrs. Radha Singh as an Independent Director

Mrs. Radha Singh is an Independent Director of the Company since February 17, 2006. However with the introduction of new Companies Act 2013(hereinafter referred to as the act) Mrs. Radha Singh was appointed as Independent Director on September 29, 2014, for a period of 5 consecutive years to make her appointment in line with Section 149 of the Act. Accordingly, her first term under the Act is till September 28, 2019.

Therefore, on the recommendation of the Board of Directors It is proposed to appoint Mrs. Radha Singh as Independent Director under Section 149 of the Act and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) 2015(hereinafter referred to as the Listing Agreement) to hold office for second term of further 5 (five) consecutive years concluding on 34th Annual General Meeting of the Company.

Mrs. Radha Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Directors.

The Company has also received declaration from Mr. Radha Singh that she meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mrs. Radha Singh fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

Copy of the draft appointment letter for appointment of Mrs. Radha Singh as Independent Director setting out the terms and conditions are available for inspection by members at the Registered office of the Company.

None of the Directors except Mrs. Radha Singh is interested in the **resolutions set out at Item Nos. 5 of the Notice.**

The relatives of Mrs. Radha Singh may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at Item **Nos. 5 of the Notice for approval by the shareholders.**

Item-6:-Re-Appointment of Mr. Vijay Kumar Arora as Managing Director

Mr. Vijay Kumar Arora was appointed as the Chairman & Managing Director of the Company for a period of 5 (five) years on September 29, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is now proposed to seek the members' approval for the, reappointment of Mr. Vijay Kumar Arora as Managing Director with effect from September 28, 2019, in terms of the applicable provisions of the Act for a period of 5 consecutive years.

None of the Directors except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora are interested in the resolutions set out at Item Nos. 6 of the Notice.

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set-out respectively at Item Nos. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at Item **Nos.6 of the Notice for approval by the shareholders.**

Information as per regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 with respect to Ms. Radha Singh, Mr. Parmod Bhagat and Mr. Vijay Kumar Arora are:-

Disclosure	Parmod Bhagat	Radha Singh	Vijay Kumar Arora
Brief Resume	Mr. Bhagat is an Advocate and has over 37 years of experience in the legal field. Mr. Bhagat is on the panel of several Insurance companies and he has represented and worked with several Corporates such as Pepsi Foods, Escotel, Atlas Cycle Industries etc.	Mrs. Radha Singh is Agriculture Advisor to FICCI, Chairperson of Madhavpura Mercantile Bank, Ahmedabad and Trustee and Secretary of Rajendra Bhawan Trust, New Delhi. Mrs. Singh has a long experience of 44 years in public service in areas of rural and agriculture development, water resources, public finance and institution building. In her capacity as Agriculture and Cooperation Secretary, she also headed various Organisation as Board Member/Chairperson. Mrs. Singh has retired from Indian Administrative Service. Mrs. Singh was Agriculture and Cooperation Secretary of Government of India. She also held high level policy and managerial positions in the Government of India. She was working with the World Bank in Washington, U.S.A. as an Institutional Specialist and in other capacities for six years (1993-1998). Mrs. Singh holds Masters Degree in Public Policy and Administration from Harvard University, USA and Masters in Social Science and Political Science from University of Delhi, India.	Mr. Vijay Kumar Arora, aged 62 years, is founder promoter of LT Foods Limited. He joined the family business in the year 1978 and has steered the group to newer heights. Mr. Arora is an alumnus of Administrative staff college, Hyderabad. He was also the Co-Chairman of Agro Processing Committee constituted by the PHD Chamber of Commerce as well as Task Force on Food Grain sector formalised by the Ministry of Food Processing.
Nature of expertise in specific functional area	Legal advisor on agricultural matters	on	Promoter having vast experience in rice processing and other speciality foods business
Relationship between Directors inter-se	Not related to any other Director	Not related to any other Director	Related to Mr. Ashwani Kumar Arora, Mr. Surinder Kumar Arora.

Disclosure	Parmod Bhagat	Radha Singh	Vijay Kumar Arora
Name of Listed Companies in which the person holds directorship and the membership of the committee of the board.	NA	Chambal Fertilisers and Chemicals Limited	NA
Shareholding of Non-Executive Director	Mr. Parmod Bhagat does not have any shareholding in the Company	Mrs.Radha Singh does not have any shareholding in the company.	

Item-7:-Approval of all Material Related Party Transactions for the Financial Year 2019-20

The Board of Directors of the Company approved all Material Related Party Transactions on the recommendation of Audit Committee for the Financial Year 2019-20 subject to the approval of the members.

Pursuant to provisions of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure requirement) Regulations, 2015, the shareholders by way of Ordinary Resolution should approve all the material related party transactions of a listed Company.

Since the transactions are between the Companies which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013, the proposed sale, purchase, loan,

investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

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

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

Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship
Daawat Foods Limited	Vijay Kumar Arora, Ashwani Kumar Arora, Ashok Kumar Arora, Surinder Kumar Arora	Subsidiary Company

4. Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits of 50810 lakhs during the financial year 2019-20.

to the extent of their shareholding and directorship in other companies.

5. Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Directors approved this item on the August 08, 2019 and recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Special Resolution.

Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution

Item 8:-Ratification of all Material Related Party Transaction entered by the company during the financial year 2018-19.

In the following cases, the Company has entered into Related Party Transactions with its Subsidiary company in the Ordinary Course of its Business and on arms' length basis which exceeded the limits of 10% of the consolidated turnover. The Board in their meeting held on August 08, 2019 decided to seek shareholders approval as required Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of Companies Act, 2013.

Name of the Related Party & Nature of relationship	Nature of Contracts / Arrangements / Transaction	Duration of the Contracts/ arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (Amount in lakhs)
1 Dawaat Foods Limited (Subsidiary Company)	Sales / Purchases / Corporate guarantee given and charges income / Insurance Income / Interest Income / Purchase of Fixed Assets / Sale of Fixed Assets.	01.04.18 to 31.03.2019	56,558.34

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

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

1. Name of the related party and nature of relationship:
As per the below table

Name of the Related Party	Name of the director or KMP who may be interested due to their Directorship in Subsidiary Company	Nature of Relationship
Daawat Foods Limited	Vijay Kumar Arora Ashwani Kumar Arora Ashok Kumar Arora Surinder Kumar Arora	Subsidiary Company

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

The Directors approved this item on the August 08, 2019 and recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Special Resolution.

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

E-VOTING PROCESS

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail(fcsdebasis@gmail.com) to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsd.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with

the assistance of scrutiniser, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutiniser shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

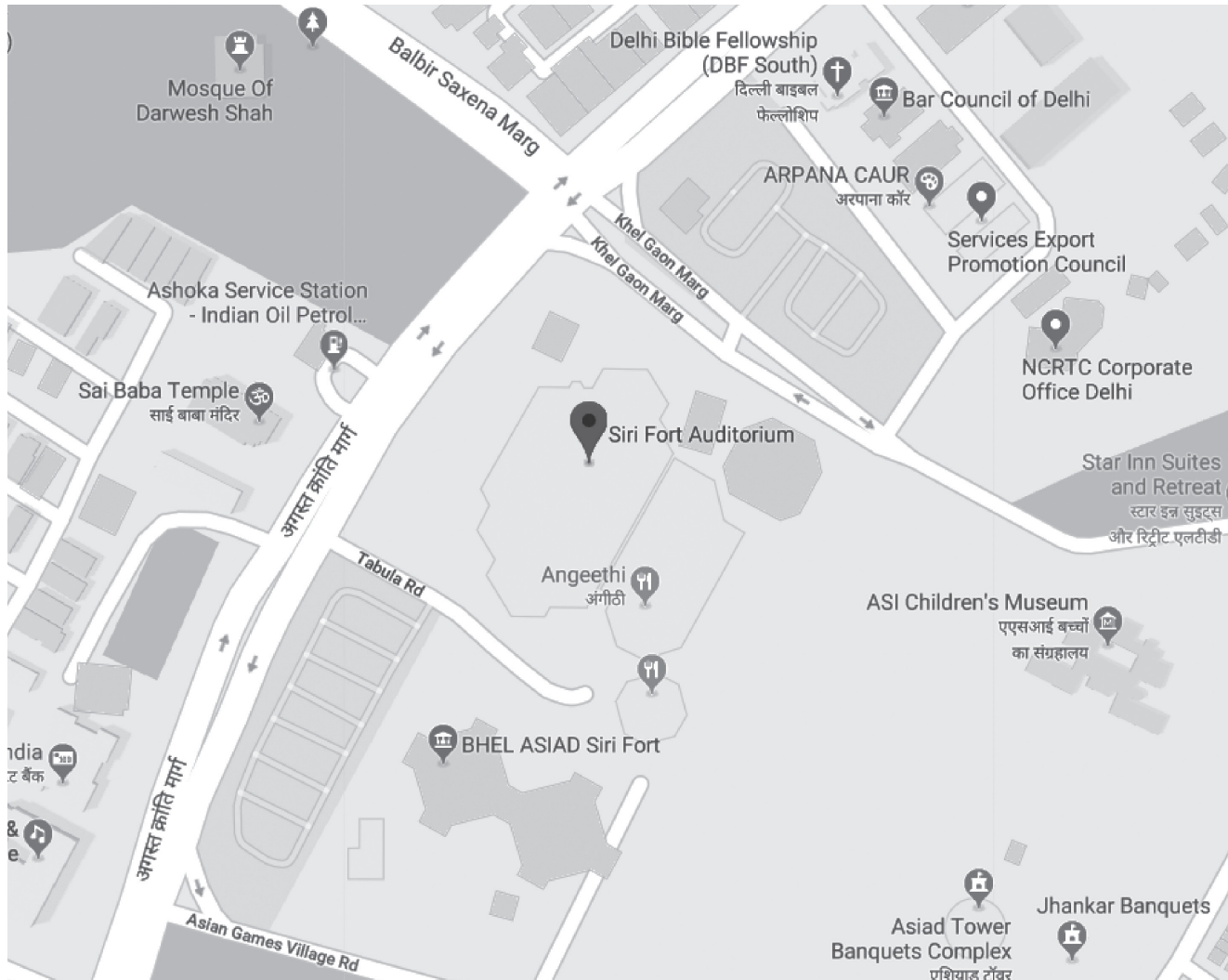
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,
e-Voting support desk
National Securities Depository Limited (www.nsd.com)

ROUTE MAP



LT Foods Limited

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

ATTENDANCE SLIP

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

DP ID*	
Client ID*	

Regd. Folio No: _____ No. of Shares held: _____ I, We hereby record my/our presence at the 29th Annual General Meeting of the Company held on Monday, September 30, 2019 at 12 Noon at Siri Fort Auditorium, August Kranti Marg, New Delhi-110049

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

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

Signature of the Shareholder/Proxy/Authorise Representative _____

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

* Applicable for investors holding shares in electronic form

Form No. MGT-11 PROXY FORM

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

CIN: L74899DL1990PLC041790

Name of the Company : LT Foods Limited

Registered office : Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, New Delhi-110017

Name of the Member(s) : _____

Registered Address : _____

Email ID : _____

FolioNo/ ClientID : _____

DPID : _____

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

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

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

Resolution No.

- _____ 2. _____
- _____ 4. _____

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

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Re. 1/- Only

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

