



**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  
**LT FOODS LIMITED**

**Ref:** 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. LT Foods Limited held on 30<sup>th</sup> Day, September, 2019 at 12 Noon at Siri Fort Auditorium, August Kranti Marg, New Delhi-110 049.

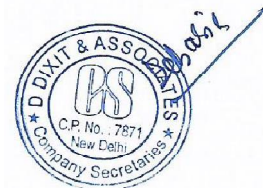
**Subject: Consolidated scrutinizer's Report on remote e-voting & voting through polling paper**

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 29<sup>th</sup> Annual General Meeting of the members of the Company held on Monday, 30<sup>th</sup> September, 2019 at 12 Noon at Siri Fort Auditorium, August Kranti Marg, New Delhi-110 049.

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 27<sup>th</sup> September, 2019 at 09:00 AM and remained opened up to 29<sup>th</sup> September, 2019 at 05:00 P.M.





The Equity Shareholders holding shares as on 24<sup>th</sup> September 2019, "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 one 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. The votes cast by use of ballots at the meeting were first counted.

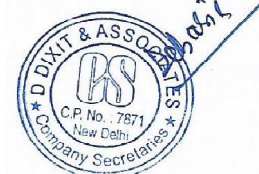
The votes on remote e-voting were unblocked at New Delhi on 30<sup>th</sup> September 2019 after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded 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:

1. **RESOLUTION NO. 1 Adoption of**
  - (a) **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**
  - (b) **the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and Auditors Report thereon**

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	166	190444643	99.99
Voting by Poll	38	2198	0.00
<b>Total</b>	<b>204</b>	<b>190446841</b>	<b>99.99</b>



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	Nil	-
Voting by Poll	40	3820	0.01
<b>Total</b>	<b>40</b>	<b>3820</b>	<b>0.01</b>

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069

## RESOLUTION 2: Declaration of Dividend on Equity Shares

Voted in favour of the resolution:

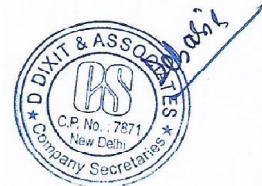
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	167	190489477	99.99
Voting by Poll	32	1227	-
<b>Total</b>	<b>199</b>	<b>190490704</b>	<b>99.99</b>

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	Nil	-
Voting by Poll	40	3820	0.01
<b>Total</b>	<b>40</b>	<b>3820</b>	<b>0.01</b>

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069





**RESOLUTION 3: Appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) retiring by rotation**

**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	146	39555051	99.97
Voting by Poll	38	2198	0.00
<b>Total</b>	<b>184</b>	<b>39557249</b>	<b>99.97</b>

**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	4	4197	0.02
Voting by Poll	40	3820	0.01
<b>Total</b>	<b>44</b>	<b>8017</b>	<b>0.03</b>

**Invalid votes:**

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069

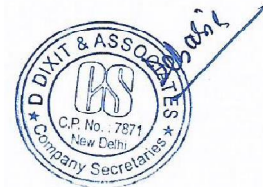
**RESOLUTION 4: To re-appoint Mr. Parmod Bhagat as an Independent Director**

**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	160	184852568	97.04
Voting by Poll	36	2178	-
<b>Total</b>	<b>196</b>	<b>184854746</b>	<b>97.04</b>

**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	6	5636907	2.96
Voting by Poll	40	3820	-
<b>Total</b>	<b>46</b>	<b>5640727</b>	<b>2.96</b>





Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069

**RESOLUTION 5: To re-appoint Mrs. Radha Singh as an Independent Director**

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	159	184852208	97.04
Voting by Poll	38	2198	-
<b>Total</b>	<b>197</b>	<b>184854406</b>	<b>97.04</b>

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	8	5637269	2.96
Voting by Poll	40	3820	-
<b>Total</b>	<b>48</b>	<b>5641089</b>	<b>2.96</b>

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069

**RESOLUTION 6: To re-appoint Mr. Vijay Kumar Arora as Managing 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	142	33870789	85.72
Voting by Poll	38	2198	0.01
<b>Total</b>	<b>180</b>	<b>33872987</b>	<b>85.73</b>





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	7	5635829	14.26
Voting by Poll	40	3820	0.01
<b>Total</b>	<b>47</b>	<b>5639649</b>	<b>14.27</b>

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069

**RESOLUTION 7: To Approve Material Related Party Transactions for the financial year 2019-20**

Voted in favour of the resolution:

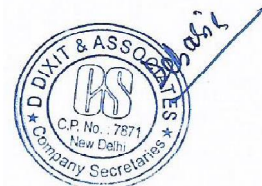
Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	133	31602673	79.88
Voting by Poll	38	2198	0.01
<b>Total</b>	<b>171</b>	<b>31604871</b>	<b>79.89</b>

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	16	7953575	20.10
Voting by Poll	40	3820	0.01
<b>Total</b>	<b>56</b>	<b>7957395</b>	<b>20.11</b>

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069





**RESOLUTION 8: To Ratify the resolution passed in the 28<sup>th</sup> AGM (Approval of Excess Related Party Transactions for the FY 2018-19)**

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	135	31614537	79.90
Voting by Poll	36	2178	0.01
<b>Total</b>	<b>171</b>	<b>31616715</b>	<b>79.91</b>

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	15	7944711	20.08
Voting by Poll	40	3820	0.01
<b>Total</b>	<b>55</b>	<b>7948531</b>	<b>20.09</b>

Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them (as declared in their Ballot Paper)
10	2069

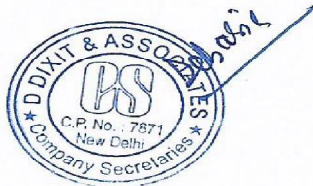
All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of AGM held on 30<sup>th</sup> September 2019 and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

Yours faithfully

For **D Dixit & Associates**

**Company Secretaries**



**Debasis Dixit**

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

Place: Delhi

Dated: 01/10/2019

**UDIN -F007218A000020253**