



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: 30th Annual General Meeting of the Equity Shareholders of LT Foods Limited held on held on 30th Day, September, 2020 at 12 Noon through Audio Video Mode ("Meeting or AGM")

Subject: Consolidated scrutinizer's Report on remote e-voting & e-voting conducted at AGM

Dear Sir,

I, CS Debasis Dixit (Company Secretary in Practice) appointed as Scrutinizer(s) by the Board of Directors of LT Foods Limited (the Company) for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 30th July 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively and other applicable circulars, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 30th Annual General Meeting of its Equity Shareholders ("the Meeting"/"AGM") through Audio Video Mode.

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 e-voting at the AGM through electronic voting system ("e-voting at Meeting") 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 e-voting at the AGM through electronic voting system ("e-voting at 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 consolidated reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL).

As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from 27th September, 2020 at 09:00 AM and remained opened up to 29th September, 2020 at 05:00 P.M.

The Equity Shareholders holding shares as on 23rd September 2020, "cut-off date", were entitled to vote on the Resolutions stated in the notice of AGM of the Company.

After declaration of voting by the Chairman at the meeting, the members voted through e-voting facility provided by NSDL at the AGM. There was no person who has voted both in e-voting as well as in Annual General Meeting.



The votes on remote e-voting were unblocked at New Delhi on 30th September 2020 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://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

- (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, 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, 2020 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	1390	139860587	80.738
e-Voting at AGM date	18	33362816	19.259
Total	1408	173223403	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	32	4742	0.003
e-Voting at AGM date	Nil	-	-
Total	32	4742	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)
Nil	Nil



RESOLUTION 2: To appoint a Director in place of Mr. Surinder Kumar Arora (DIN: 01574728), 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	1359	11281871	79.768
e-Voting at AGM date	16	13344	0.094
Total	1375	11295215	79.863

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	47	2848082	20.137
e-Voting at AGM date	Nil	-	-
Total	47	2848082	20.137

Invalid votes:

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

RESOLUTION 3: To appoint and fix remuneration of M/s MSKA & Associates, Chartered Accountants, as Statutory Auditors 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	1389	139904026	80.742
e-Voting at AGM date	17	33362716	19.255
Total	1406	173266742	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	33	5139	0.003
e-Voting at AGM date	1	100	-
Total	34	5239	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)
Nil	Nil

RESOLUTION 4: To appoint Mrs. Neeru Singh(DIN:06987939) 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	1383	139891638	80.740
e-Voting at AGM date	17	33362716	19.255
Total	1400	173254354	99.995

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	38	8009	0.005
e-Voting at AGM date	1	100	-
Total	39	8109	0.005

Invalid votes:

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



RESOLUTION 5: To increase remuneration of Mr. Ritesh Arora, Head India Business 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	1358	13959410	98.671
e-Voting at AGM date	15	1681	0.012
Total	1373	13961091	98.682

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	49	174746	1.235
e-Voting at AGM date	1	11663	0.083
Total	50	186409	1.318

Invalid votes:

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

RESOLUTION 6: To reappoint Mr. Surinder Kumar Arora(DIN: 01574728) 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	1368	14122362	99.829
e-Voting at AGM date	14	13099	0.093
Total	1382	14135461	99.921

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	38	10892	0.077
e-Voting at AGM date	2	245	0.002
Total	40	11137	0.079



Invalid votes:

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

RESOLUTION 7: To reappoint Mr. Ashwani Kumar Arora(DIN:01574773) 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	1366	14122308	99.829
e-Voting at AGM date	14	13099	0.093
Total	1380	14135407	99.922

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	38	10839	0.077
e-Voting at AGM date	2	245	0.001
Total	40	11084	0.078

Invalid votes:

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

RESOLUTION 8: To approve Continuation of directorship of Mr. Suparas Bhandari (DIN:0159637), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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	1383	139893284	80.738
e-Voting at AGM date	18	33362816	19.256
Total	1401	173256100	99.994



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	39	10844	0.006
e-Voting at AGM date	Nil	-	-
Total	39	10844	0.006

Invalid votes:

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

RESOLUTION 9: To approve the material Related Party Transactions for the Financial Year 2020-21 as set-out in the AGM Notice

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	1349	11018396	77.835
e-Voting at AGM date	15	13199	0.093
Total	1364	11031595	77.928

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	56	3124332	22.071
e-Voting at AGM date	1	145	0.001
Total	57	3124477	22.072

Invalid votes:

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

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All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of AGM held on 30th September 2020 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
UDIN-**F007218B000836521**

Place: Delhi
Dated: 01/10/2020