

**Ref-LTF/ SE/ 2019-20/**

**Date: 16<sup>th</sup> December, 2019**

To,  
The Department of Corporate Relations  
**Bombay Stock Exchange Limited (BSE)**  
Phiroze Jeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001.

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

Dear Sir/ Madam

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

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

Dear Sir,


Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, approval of Members of the Company was sought by means of Postal Ballot vide Notice dated 07<sup>th</sup> November, 2019 for amendment in Memorandum of Association of the Company through special resolution .

This is to inform you that the shareholders of the Company have approved the above resolution with requisite majority on 14.12.2019 being the last date for receipt of postal ballot and remote e-voting. In this regard, we enclose Consolidated Voting Results submitted by the Scrutinizers along-with voting results in prescribed format.

We request you to kindly take note of the same.

Thanking You,

Yours truly,  
For LT Foods Limited

  
Monika Chawla Jaggia  
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

**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 7<sup>th</sup> November 2019 (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 been appointed as Scrutinizer(s) by the Board of Directors of 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 resolutions as contained in the notice and reproduced herein below:

**"Item No. 1 ALTERATION OF MEMORANDUM OF ASSOCIATION**

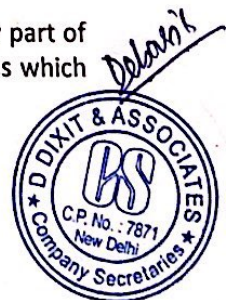
To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 along with the applicable rules enacted there under (together, the "Companies Act")(including any amendment(s), thereto or statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the shareholders of the Company is hereby accorded for the alteration of the Memorandum of Association of the Company for replacement of the existing Clause 9 and Clause 16 of the objects incidental or ancillary to the attainment of the main Objects of the Memorandum of Association with the following new clauses as Clause 9 and Clause 16 respectively:

"Clause 9. To purchase, receive as gift or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any Company, or person carrying on business which

**D DIXIT & ASSOCIATES**  
COMPANY SECRETARIES

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





this Company is authorised to carry on or is possessed of rights suitable for any of the purposes of this Company.

Clause 16. To sell, gift , improve, alter, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the land, properties, assets and rights and the resources and undertaking of the Company, in such manner and on such terms as the Board of Directors may think fit.”

**RESOLVED FURTHER THAT** any of the Director be and is hereby authorized to do all such acts, deeds, matter and things including signing of such forms Documents as may be necessary and expedient to give effect to the above resolution.”

**The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder 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 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 15<sup>th</sup> November, 2019 at 09:00 AM and remained opened up to 14<sup>th</sup> December, 2019 at 05:00 P.M. and all physical postal ballot forms received till 14<sup>th</sup> December 2019 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 Saturday, December 14<sup>th</sup> 2019.

The Equity Shareholders holding shares as on 8<sup>th</sup> November 2019, “cut-off date”, were entitled to vote on the Resolutions stated in the notice of Postal Ballot of the Company.

As per the documents produced by the Management, the postal ballot notice along with the postal forms was mailed electronically to the members who had registered their emails with the depositories on 15<sup>th</sup> November 2019. In other cases, the company has completed the dispatch of postal ballot forms and postage prepaid self addressed envelopes on 15<sup>th</sup> November, 2019. However, Company has completed the dispatch, to all those shareholders whose e-mail(s) were bounced back, on 21<sup>st</sup> November 2019.

After the closure of Voting period on 14<sup>th</sup> December 2019 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 received one postal ballot paper, which was incomplete due to no shareholder signature and thus found defective. We have also received another postal ballot which we have found duplicate, thus rejected.

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

**RESOLUTION NO. 1 ALTERATION OF MEMORANDUM OF ASSOCIATION**

**Voted in favour of the resolution:**

Mode of voting	Number of members validly vote	Number of Valid votes cast by them	% of total number of valid votes cast
Remote e-voting	261	163253169	98.58
Voting by Postal Ballot	17	2020	0.00
Total	278	163255189	98.58

**Voted against the resolution:**

Mode of voting	Number of members validly voted	Number of Valid votes cast by them	% of total number of valid votes cast
Remote e-voting	42	2352773	1.42
Voting by Postal Ballot	432	4249	0.00
Total	474	2357022	1.42

**Invalid votes:**

Total number of members whose votes were declared invalid	Total Number of votes cast by them
3	21286961

All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of Postal Ballot 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*  
16.12.2019  
Debasis Dixit  
M.No-F-7218, CP No-7871  
UDIN-F007218A000414823



Place: Delhi