

LTF/SE/2022-23

Date: 07th December, 2022

To,

The Bombay Stock Exchange (BSE Limited) Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400051
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Ref.: Code-532783 Scrip ID: Daawat.

Sub: **Proceedings on Extraordinary General Meeting of LT Foods Limited held on December 07, 2022 alongwith the Consolidated Scrutinizer's Report and Results of the e-Voting at EGM.**

Dear Sir/Madam,

Pursuant to the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Other Disclosure Requirements) 2015 and other applicable provisions, we wish to inform you that, the 1st Extraordinary General Meeting (hereinafter referred to as the meeting) of FY 2022-23 of the Members of the Company was duly held on Wednesday, December 07th 2022 at 12:00 Noon, through Video Conferencing / Audio Visual Mode.

Mr. Vijay Kumar Arora, Chairman & Managing Director Chaired the Meeting. Mr. Vijay Kumar Arora, after taking the Chair requested Mrs. Monika Chawla Jaggia to assist him to take the Roll call of all the Directors, KMPs, Auditor & Scrutinizer of the Company. The Company Secretary informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Sunday, 04th December, 2022 and ended at 5.00 p.m. on Tuesday, 06th December, 2022. The Company Secretary informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.

The Company Secretary informed that 105 members attended at the start of the meeting through Video Conferencing / Audio visual Mode. Apart from members, the following Directors and Invitees were present in the meeting-

Name	Designation	Mode of Presence
Mr. Vijay Kumar Arora	Managing Director	Video Conferencing / Audio Visual Mode
Mr. Ashwani Kumar Arora	Managing Director	Video Conferencing / Audio Visual Mode
Mr. Surinder Kumar Arora	Managing Director	Video Conferencing / Audio Visual Mode
Mr. Anil Khandelwal	Independent Director	Video Conferencing / Audio Visual Mode
Mr. Abhiram Seth	Independent Director	Video Conferencing / Audio Visual Mode
Mrs. Neeru Singh	Independent Director	Video Conferencing / Audio Visual Mode
Mrs. Ambika Sharma	Independent Director	Video Conferencing / Audio Visual Mode
Mrs. Monika Chawla Jaggia	Company Secretary	Video Conferencing / Audio Visual Mode

Presence of Auditor, Scrutinizer & Invitee:

Name	Designation
Mr. Rahul Aggarwal	Partner, M/s M S K A & Associates (Statutory Auditor)



LT Foods

LT FOODS LIMITED

CORPORATE OFFICE

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

CIN No. : L74899DL1990PLC041790

Registered Office

Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, Saket,
New Delhi -110017, India. T. +91-11-29565344 F. +91-1129563099

CS Debasis Dixit	Scrutinizer
Mr. Sachin Gupta	Chief Financial Officer

The Company Secretary confirmed to the Chairman that Meeting was duly called, held and constituted and the required quorum was present. The Chairman then commenced the proceeding of the meeting.

Thereafter, the Chairman addressed the members of the Company and gave an overview of the performance of the Company and future outlook of the business of the Company.

Mr. Vijay Kumar Arora expressed his unwillingness to preside over in special business 3 & 4, as he was interested in the said special business, therefore, next business item was presided over by Mr. Anil Khandelwal who was assisted by Company Secretary of the Company.

As per the requirement mentioned in the circular issued by the Ministry of Corporate Affairs, the Statutory Registers & Records (in scanned copies) as required under the Companies Act, 2013 were kept open and accessible for inspection by the members whosoever requested for the same. The Notice convening the meeting was taken as read.

The Company Secretary, then on request of the Chairman placed all the resolutions before the members for voting, in following order:

SPECIAL BUSINESSES:

1. Issuance of equity shares to Salic International Investment Company.
2. To approve for the adoption of the amended and restated Articles of Association of the Company.
3. Approval of proposed material modification of approved material related party transactions with Daawat Foods Limited for the financial year 2022-23.
4. Approval of proposed material modification of approved material related party transactions with subsidiaries of LT Foods limited with LT Foods Americas Inc. (Wholly Owned Subsidiary of LT Foods Limited) for the financial year 2022-23.
5. To approve the amendment of the Memorandum of Association of the Company.
6. To approve the increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate.

On the invitation of the Chairman, the members who had registered themselves as speakers, put forth their views through Video Conferencing / Audio Visual Mode. Mr. Ashwani Kumar Arora responded to the questions raised by the members.

Thereafter, the Company Secretary on request of the Chairman announced for voting to be taken electronically (e-voting) and requested Mr. Debasis Dixit, Practicing Company Secretary, the Scrutinizer for the orderly conduct of the voting.

The e-voting commenced on 4th December, 2022 at 09:00 A.M. and ended on 6th December, 2022 at 05:00 P.M. CS Debasis Dixit, Practicing Company Secretary, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The e-voting results shall be informed to the Stock Exchange and the same will be made available on the website of the Company i.e. www.ltgroup.in.

Total 164 Members (Public - 161 & Promoters – 3) were present at the conclusion of the meeting.

www.ltgroup.in





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The Chairman thanked the members and other stakeholders and then concluded the meeting.

The meeting was concluded at 12:30 P.M. with Vote of the thanks to the Chair.

Confirmation

I hereby confirm that relevant provisions of the Act, the rules, secretarial standards made there under with respect to calling, convening and conducting the meeting have been duly complied with.

Please note that Total No. of Shareholders on Cut-off Date/ Record Date i.e. 30th November, 2022: 156579

For LT Foods Limited

MONIKA Digitally signed by
MONIKA JAGGIA
JAGGIA Date: 2022.12.07
17:16:31 +05'30'

Monika Chawla Jaggia
Company Secretary
Membership No. F 5150

www.ltgroup.in



ROYAL. Devaaya





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: Extra-Ordinary General Meeting of the Equity Shareholders of LT Foods Limited held on held on 7th Day, December, 2022 at 12: 00 PM through Audio Video Mode ("Meeting or EGM")

Subject: Consolidated scrutinizer's Report on remote e-voting & e-voting conducted during EOGM

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 10TH November 2022 ("Notice") issued in accordance with Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 05th May, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (hereinafter referred to as "SEBI Circular"), calling the Extra-Ordinary General Meeting of its Equity Shareholders ("the Meeting"/"EGM") 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 EGM through electronic voting system ("e-voting at Meeting") by the shareholders on the resolutions contained in the Notice of the EGM 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 EGM 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 commenced from 4TH December, 2022 at 09:00 AM and remained opened 6th December, 2022 at 05:00 P.M.

The Equity Shareholders holding shares as on 30th November 2022, "cut-off date", were entitled to vote on the Resolutions stated in the notice of EGM 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 EGM. There was no person who has voted both in e-voting as well as in Extra-Ordinary General Meeting.



The votes on remote e-voting were unblocked at New Delhi on 7th December 2022 after conclusion of voting at the EGM 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 is being handed over to the Chairman.

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

RESOLUTION NO. 1 ISSUANCE OF EQUITY SHARES TO SALIC INTERNATIONAL INVESTMENT 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	389	187155003	99.95
e-Voting at EGM date	27	2344	0.00
Total	416	187157347	99.95

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	68	94202	0.05
e-Voting at EGM date	16	16	0.00
Total	84	94218	0.05

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 APPROVE FOR THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION 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	342	166289895	88.81
e-Voting at EGM date	27	2344	0.00
Total	369	166292239	88.81



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	110	20955892	11.19
e-Voting at EGM date	16	16	0.00
Total	126	20955908	11.19

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: APPROVAL OF PROPOSED MATERIAL MODIFICATION OF APPROVED MATERIAL RELATED PARTY TRANSACTIONS WITH DAAWAT FOODS LIMITED FOR THE FINANCIAL YEAR 2022-23.

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	378	43529870	99.79
e-Voting at EGM date	27	2344	0.00
Total	405	43532214	99.79

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	58	90265	0.21
e-Voting at EGM date	16	16	0.00
Total	74	90281	0.21

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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RESOLUTION 4: APPROVAL OF PROPOSED MATERIAL MODIFICATION OF APPROVED MATERIAL RELATED PARTY TRANSACTIONS WITH SUBSIDIARIES OF LT FOODS LIMITED WITH LT FOODS AMERICAS INC. (WHOLLY OWNED SUBSIDIARY OF LT FOODS LIMITED) FOR THE FINANCIAL YEAR 2022-23.

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	378	43529870	99.79
e-Voting at EGM date	27	2344	0.00
Total	405	43532214	99.79

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	58	89935	0.21
e-Voting at EGM date	16	16	0.00
Total	74	89951	0.21

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 APPROVE THE AMENDMENT OF THE MEMORANDUM OF ASSOCIATION 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	392	187155731	99.95
e-Voting at EGM date	27	2344	0.00
Total	419	187158075	99.95



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	60	90056	0.05
e-Voting at EGM date	16	16	0.00
Total	76	90072	0.05

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 APPROVE THE INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE

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	352	178486132	95.32
e-Voting at EGM date	27	2344	0.00
Total	379	178488476	95.32

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	100	8759655	4.68
e-Voting at EGM date	16	16	0.00
Total	116	8759671	4.68

Invalid votes:

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

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were declared invalid	(as declared in their Ballot Paper)
Nil	Nil

All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of EGM held on 7th December 2022 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-F007218D002645051

Place: Delhi

Dated: 07/12/2022

D DIXIT & ASSOCIATES
COMPANY SECRETARIES

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