

Ref-LTF/ SE/ 2023-24/

Date: September 02, 2023

To,

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 – 400 051
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Ref. Code: 532783. Scrip ID: DAAWAT

Dear Sir /Madam,

Sub: Postal Ballot Voting Results alongwith Scrutinizer's Report - Regulations 44 and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir/ Madam,

This is in continuation to our earlier letter dated August 04, 2023, relating to appointment of Mr. Satish Chander Gupta as an Independent Director of the Company, and seeking approval of the shareholders of the Company for the same through Postal Ballot Process.

In regard to the above we wish to inform you, pursuant to Regulation 44 read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the said resolution proposed in the notice of Postal Ballot dated August 02, 2023 has been approved by the shareholders of the Company with requisite majority.

We are enclosing herewith the following documents:

1. Postal Ballot Voting Result in the prescribed format as Annexure- I.
2. Scrutinizer's Report on the Postal Ballot dated September 02, 2023 as Annexure – II.

You are requested to take the above information and enclosed documents on your record

Thanking you.

Yours truly,

For **LT Foods Limited**

Monika Chawla Jaggia
Company Secretary
Membership No. F5150

LT FOODS LIMITED

Date of the Postal Ballot	02/09/2023
Total number of shareholders on record date	149152
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	NA
No. of shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public:	NA

Resolution 1 :Appointment of Mr. Satish Chander Gupta as an Independent Director of the Company.

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	177099002	155132692	87.60	155132692	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	177099002	155132692	87.60	155132692	0	100.00	0.00
Public - Institutions	E-VOTING	39494325	32372231	81.97	22493353	9878878	69.48	30.52
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	39494325	32372231	81.97	22493353	9878878	69.48	30.52
Public-Non Institutions	E-VOTING	130659617	5754179	4.40	5728583	25596	99.56	0.45
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	130659617	5754179	4.40	5728583	25596	99.56	0.45
TOTAL		347252944	193259102	55.65	183354628	9904474	94.88	5.12

Report of Scrutinizer

[Pursuant to Section 108, Section 110 of the Companies Act, 2013 (hereinafter referred as "Act"), read with 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred as "Rules")], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th September, 2022 and 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

To
The Chairman
LT Foods Limited

Subject: Scrutinizer's Report on Postal Ballot Process conducted through electronic voting mechanism.

Dear Sir,

The Board of Directors of LT Foods Limited ("the Company") issued the postal ballot notice dated 2nd August, 2023 (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') only; 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 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:

Proposed Resolutions:

Appointment of Mr. Satish Chander Gupta as an Independent Director of the Company and in this regard following resolution was proposed for Shareholder's consideration and if thought fit to pass as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Rules framed thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company,

approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Satish Chander Gupta (DIN: 00025780), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 16th June, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 15th June, 2028, shall not be liable to retire by rotation, and to the fact that Mr. Satish Chander Gupta has attained the age of beyond 75 years.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of the Board with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."*

Report:-

I hereby submit my report on the voting on the Special Resolution proposed in the Postal Ballot Notice dated 2nd August, 2023 as under:-

1. 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) 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 through electronic means is conducted in fair and transparent manner and render 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).
2. In terms of applicable provisions of the Act, Rules & MCA Circulars, company has made arrangement with NSDL for providing facility of e-voting.
3. The postal ballot notice along with the postal forms was mailed electronically to the members who had registered their emails with the depositories on 4th August 2023. As exempted under MCA Circulars, physical ballots were not dispatched.
4. As required under Rule 22(3) of Companies (Management and Administration) Rules, 2014, the Company has published an advertisement on 5th August 2023 in Financial Express (English News Paper-All Edition) & Jansatta (Hindi Newspaper-Delhi Edition).
5. As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from 4th August, 2023 at 09:00 AM and remained opened up to 2nd September, 2023 at 05:00 P.M.
6. The Equity Shareholders holding shares as on 28th July 2023, "cut-off date", were entitled to vote on the Resolutions stated in the notice of Postal Ballot of the Company.
7. After the closure of Voting period on 2nd September 2023, 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>).

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

RESOLUTION NO. 1 Appointment of Mr. Satish Chander Gupta as an Independent 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	1086	183354628	94.88

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	9904474	5.12

Invalid votes:

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

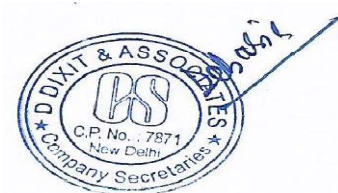
All the relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of Postal Ballot held and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

Yours faithfully

For D Dixit & Associates

Company Secretaries



Debasis Dixit

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

UDIN- **F007218E000921098**

Dated: 2nd September 2023

Place: Delhi`