

Ref-LTF/ SE/ 2019-20/  
To,

Date: 15<sup>th</sup> November, 2019

The Department of Corporate Relations <b>Bombay Stock Exchange Limited (BSE)</b> Phiroze Jeebhoy Towers, Dalal Street, Fort, Mumbai 400 001.	The Secretary <b>The National Stock Exchange of India</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex Bandra (E), Mumbai.
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Dear Sir/ Madam,

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

**Intimation of Notice of Postal ballot under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

With reference to captioned subject and pursuant to Section-110 of the Companies Act, 2013, please find enclosed Postal Ballot Notice sent to the members on 15th November, 2019 to transact the following business:

1. To alter the Memorandum of Association of the Company.

Kindly take the same in your records and oblige.

Thanking You,

Yours faithfully,  
For LT Foods Limited

*M. Chawla Jaggia*  
Monika Chawla Jaggia  
Company Secretary  
Membership No. – F5150  
Address: 4<sup>th</sup> Floor MVL-I Park, Sector-15, Gurugram-122001

Encl: As above



# LT Foods

## LT Foods Limited

**Regd. Office:** Unit No. 134, 1<sup>st</sup> Floor, Rectangle-1, Saket District Center, New Delhi-110017

**Corp. Office:** 4<sup>th</sup> Floor, MVL- I Park, Sector-15, Gurugram-122001

CIN: L74899DL1990PLC041790

Tel: 0124-3055100, Telefax:- +91-124-3055199,

Website:-www.ltgroup.in, Email:-ir@ltgroup.in

### Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 and Rule-22 of Companies(Management & Administration) Rules, 2014)

To  
The Members,  
LT Foods Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (herein after referred to as "the Act"), read with applicable provisions of the Companies (Management and Administration) Rules, 2014 (the "Rules"), including any statutory modification or re-enactment thereof for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to other applicable laws and regulations, that the resolution attached below is **proposed to be considered and if thought fit, to be passed, with or without modification(s) as Special Resolution by way of Postal Ballot/ E-Voting process.** The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter.

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Board vide its Resolution passed on 07.11.2019 appointed CS Debasis Dixit, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot (physical and E-voting) process in accordance with law and in a fair and transparent manner.

***The e-voting period commences on 15.11.2019 (09.00 am) and ends on 14.12.2019 (05.00 pm).***

However, those members, who do not wish to exercise their voting through e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (05.00 p.m.) on 14.12.2019. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman and Managing Director or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and E-voting). The results will be announced by the Chairman and Managing Director of the Company or in his absence, any person authorised by him, on 16.12.2019 at 03:00 p.m. at the Corporate office of the Company. The results of the Postal Ballot will also be displayed at the registered office and posted on the Company's website www.ltgroup.in & NSDL e-voting website www.evoting.nsdl.com besides communicating to the Stock Exchanges where the Company's shares are listed.

The resolution, if approved, will be taken as passed effectively on the last date fixed for receiving the postal ballot.

#### 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 thereunder (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 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."

By order of the Board  
For LT Foods Limited

Sd/-  
Monika Chawla Jaggia  
Company Secretary & Compliance Officer  
Membership No.-F-5150  
Address: 4<sup>th</sup> Floor, MVL I-Park, Sector-15,  
Gurgaon, Haryana-122001

Date: 07<sup>th</sup> November 2019  
Place: Gurugram

#### NOTES

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rule 22 of Companies (Management & Administration) Rules, 2014, setting out material facts is annexed hereto as **Annexure I.**

2. The Notice is being sent to all the Members, whose names appear on the Register of Members / list of Beneficial Owners as on 08.11.2019 i.e "the cut off date".
3. The Company has appointed CS Debasis Dixit as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report and the results of the postal ballot will be declared on 16.12. 2019 The results of the postal ballot will also be posted on the Company's website [www.ltgroup.in](http://www.ltgroup.in) and to the stock exchanges whereupon the shares of the Company are listed.
4. The Company is pleased to offer the option of e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited ("NSDL") for facilitating e-voting, to enable the Members to cast their votes electronically instead of physical mode. E-voting is optional for the Members. The Members, who do not wish to vote by electronic mode, can use the postal ballot form to register their assent or dissent within the time specified.
5. **E-Voting instructions**  
Please refer to the separate sheet attached with the notice
6. *Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.*  
**Corporate and Institutional members shall be entitled to vote through their representatives with the proof of their authorization. Institutional members voting through postal ballot are required to enclose Board Resolution/Power of Attorney/Authorisation letter.**
7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. 08.11.2019.
9. The voting period ends on the close of 14<sup>th</sup> December ,2019 (05.00 p.m.). The e-voting module shall also be disabled by NSDL for voting thereafter.
10. The Scrutinizer will submit his report to the Chairman & Managing Director or any Director or the Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the corporate office of the Company and also be displayed at the registered office of the Company. The results of the Postal Ballot will also be posted on the Company's website [www.ltgroup.in](http://www.ltgroup.in) and communicated to the stock exchanges where the Company's shares are listed.
11. As required by Rule 20(3)(v) and Rule 22(3) of the Companies(Management & Administration) Rules 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one vernacular Newspaper in the Principal Vernacular language of the district in which the registered office of the Company is situated and at least once in English language in English newspaper having a wide circulation in that district & also as per Clause 34(g) in a leading Mumbai Daily News Paper.
12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.
13. For any query with regard to postal ballot, please contact Secretarial department of LT Foods Limited at 0124-3055100 or email at [ir@ltgroup.in](mailto:ir@ltgroup.in)

#### **Annexure to the notice:**

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

#### **Item No.1**

The present Clause 9 and Clause 16 of the objects incidental or ancillary to the attainment of the main objects in the Memorandum of Association of the Company provides as follows:

*"Clause 9. To purchase, 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 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, 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 Directors may think fit."*

It is proposed to widen the overall powers of the Company to enable it to make and receive gift of shares, property and any other asset to/from any other body corporate.

The Amendment in the Object Clause of the Memorandum of Association can be made by way of passing a Special Resolution by way of Postal Ballot/E-Voting process.

*None of Directors of the Company and their relative are interested in this resolution.*

The Board recommends these resolutions as set out in the Notice for your approval as a Special Resolution by way of Postal Ballot.

By order of the Board  
For LT Foods Limited

Sd/-  
Monika Chawla Jaggia  
Company Secretary & Compliance Officer  
Membership No.-F-5150  
Address: 4th Floor, MVL I-Park, Sector-15,  
Gurgaon, Haryana-122001

Date: 07th November 2019

Place: Gurugram

In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the last date specified by the company for the receipt of duly completed postal ballot shall be deemed to be the date of passing of the said resolution.