

Ref-LTF/ SE/ 2022-23/

Date: 29<sup>th</sup> March, 2023

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 - 400 051**

Ref. Code: 532783. Scrip ID: DAAWAT

Dear Sir / Madam,

**Sub: Voting Results of the Postal Ballot along with the Scrutinizers Report**

**Ref. Code: 532783, Scrip ID: DAAWAT**

Dear Sir/Madam,

In reference with the captioned subject, we are submitting herewith the Voting Results of the Postal Ballot of the Company along with the Scrutinizers Report dated 29th March, 2023, in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and record.

Thanking You,

Yours faithfully,

For **LT Foods Limited**

**Monika Chawla Jaggia**  
Company Secretary & Compliance Officer  
Membership No. F5150

### **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") read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular number 10/2021 dated June 23, 2021 and General Circular number 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

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 30<sup>th</sup> January, 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:

#### **Ordinary Resolutions:**

1. Approval of Material Related Party Transactions with Daawat Foods Limited for the Financial Year 2023-24.
2. Approval of Material Related Party Transactions of the Subsidiaries of LT Foods Limited with LT Foods Americas Inc. (Wholly Owned Subsidiary of LT Foods Limited) for the Financial Year 2023-24.
3. To increase remuneration of Mr. Ritesh Arora, CEO-India & Far East Business of the Company.

**Report:-**

I hereby submit my report on the voting on the Ordinary Resolutions proposed in the Postal Ballot Notice dated 30<sup>th</sup> January, 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 17<sup>th</sup> February 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 28<sup>th</sup> February 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 27<sup>th</sup> February, 2023 at 09:00 AM and remained opened up to 28<sup>th</sup> March, 2023 at 05:00 P.M.

6. The Equity Shareholders holding shares as on 17<sup>th</sup> February 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 28<sup>th</sup> March 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 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH DAAWAT FOODS LIMITED FOR THE FINANCIAL YEAR 2023-24.**

**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	856	32585352	95.21

**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	91	1639413	4.79

**Invalid votes:**

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

**RESOLUTION 2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS OF THE SUBSIDIARIES OF LT FOODS LIMITED WITH LT FOODS AMERICAS INC (WHOLLY OWNED SUBSIDIARY OF LT FOODS LIMITED) FOR THE FINANCIAL YEAR 2023-24.**

**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	851	32587533	95.21

**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	91	1638327	4.79

**Invalid votes:**

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

**RESOLUTION 3: To increase remuneration of Mr. Ritesh Arora, CEO-India & Far East 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	710	20876904	60.99

**Voted against the resolution:**

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
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Remote e-voting	236	13352256	39.01
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**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-F007218D003333871

Dated: 29<sup>th</sup> March 2023  
Place: Delhi