



# LT Foods Ltd.

## CORPORATE OFFICE

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## Regd. OFFICE

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MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF LT FOODS LIMITED HELD AT AIR FORCE AUDITORIUM, SUBROTO PARK, DHAULA KUAN, NEW DELHI-110010 ON MONDAY THE 23<sup>RD</sup> SEPTEMBER, 2013 AT 3.00 P.M.

### PRESENT:

#### A. The following Directors were present during the meeting :

1. Mr. Ashwani Kumar Arora : Joint Managing Director & Member
2. Ms. Radha Singh : Independent Director
3. Mr Pramod Bhagat : Independent Director

#### B. In Attendance :

Ms. Monika Chawla Jaggia : Company Secretary

#### C. Invitees :

Mr Anil Khandelwal : Director(Finance & Strategy)

#### D. Members / Proxies :

A total of 6425 members were present in person or by proxy as detailed below:

- 1) 6319 members present in person and
- 2) 106 members present by proxy

Ms. Monika Chawla Jaggia, Company Secretary on behalf of the Company extended a warm welcome to the shareholders of the Company, the members of the Board, employees and other invitees.

### CHAIRMAN:

Mr. Vijay Kumar Arora, Chairman of the Company could not make himself present at the meeting due to urgent commitments. Mr. Pramod Bhagat, Director of the Company proposed Mr. Ashwani Kumar Arora, Joint Managing Director of the Company as Chairman of the meeting. Mr. Ashwani Kumar Arora was elected as Chairman of the meeting. He took the chair as Chairman of the Meeting with the permission of the members. He further confirmed that the requisite quorum was present and that the proceedings' of the meeting could be commenced.

Ms. Monika Chawla Jaggia declared the meeting to order and introduced the persons on the dias.



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The Company Secretary thereafter informed the members that the Register of Members and the Register of Directors' Shareholding was kept open for inspection and the members could inspect the same at any time during the meeting.

### **NOTICE OF THE MEETING**

The Notice convening the Twenty Third Annual General Meeting which was already circulated pursuant to the provisions of Companies Act, 1956 was taken as read with the unanimous consent of the members present.

### **DIRECTOR'S REPORT**

The Director's Report which was already circulated was taken as read with the unanimous consent of the members present.

### **AUDITOR'S REPORT**

The Auditor's Report together with annexure which were already circulated was taken as read with the unanimous consent of the members.

### **CHAIRMAN'S SPEECH**

The Chairman addressed the members present before taking up for consideration the items of Business listed in the Notice of the meeting.

In his address, he highlighted the prevailing business environment, and the culmination of the first phase of journey of sustainable and holistic growth of the Company.

He highlighted the outlook of the Company and the summary of the operations and working of the Company, its subsidiaries and future growth and expansion plans of the group. He highlighted on the strategic business initiatives and the strategy aligned to the vision to emerge as a full service food industry player creating value across the Agri Food Chain.

He highlighted that the Company has a sustainable growth and is building on the strength of efficient and optimal functioning. It has diversified focus that enables it to look beyond the core business of Basmati rice into other value added products. Diversification into new albeit synergistic business remain a key to the future growth agenda.

He concluded the address by thanking the shareholders, other stakeholders, and others for their valuable support.

**Thereafter the following were placed before the meeting.**

**ADOPTION OF BALANCE SHEET, PROFIT & LOSS ACCOUNT AND REPORTS OF THE DIRECTORS AND AUDITORS THEREON.**

Before putting the first item of ordinary business relating to adoption of Audited Annual Accounts to vote, the Chairman invited the comments of the members, if any, on Audited Accounts including the Consolidated Financial Statements, which was already circulated to the members. He also informed to the members that Mr. Anil Khandelwal, Director(Finance & Strategy) of the Company was present to answer the questions/queries of the members.

However, no query was asked.

**Ordinary Business:**

**1) APPROVAL OF ACCOUNTS**

The Chairman then placed before the meeting the first item of Ordinary business as per notice before the meeting to adopt the Annual accounts for the financial year ended 31<sup>st</sup> March, 2013 and requested one of the members to propose the resolution.

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Prem Kumar Mehta (DP ID IN 300861/ Client ID 10047636)

**“RESOLVED THAT** the Balance Sheet of the Company for the year ended 31<sup>st</sup> March, 2013, the Statement of Profit & Loss Account as at that date and the Reports of the Directors and Auditors thereon be and are hereby approved and adopted.”

Seconded by : S. K. Mittal DP ID/ Client ID : CDSL 1201910100009020

The resolution was then put to vote and it was passed unanimously as an Ordinary Resolution on a show of hands.

**2) DECLARATION OF DIVIDEND:**

The Chairman then placed before the meeting the second item of Ordinary business as per notice before the meeting to declare dividend on the equity shares of the Company and requested one of the members to propose the resolution.

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Shiv Prasad Garg (DP ID. IN301428) (Client ID 10018148)

**“RESOLVED THAT** pursuant to the recommendation made by the Board of Directors of the Company at their meeting held on 26<sup>th</sup> May, 2013, final dividend of Re.2.00/- (20%) per equity share on the paid-up share Capital of the Company for the financial year 2012-13, be and is hereby declared for payment to those eligible members whose names appear in the Register of Members holding the shares of the Company on 18<sup>th</sup> September 2013 and to those eligible beneficiary holders holding shares of the Company in demat mode as per the records provided by the Depositories.”

**“RESOLVED FURTHER THAT** the Board of Directors (or any Committee of directors thereof) be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

Seconded by: Nirmal Kumar (Folio No. CDSL 120141000007248)

The resolution was then put to vote and it was passed unanimously as an Ordinary Resolution on a show of hands.

**3) RE-APPOINTMENT OF MR. PRAMOD BHAGAT:**

The Chairman then placed before the meeting the second item of Ordinary business as per notice before the meeting, that is reappointment of Mr. Pramod Bhagat who retires by rotation and being eligible has offered himself for reappointment and requested one of the members to propose the resolution.

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Vikash Chachra (Folio No CDSL 1202060000619076)

**“RESOLVED THAT** Mr. Pramod Bhagat, who retires by rotation and is eligible for appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Seconded by: Om Prakash (DP ID. IN300861) (Client ID 10025454)

The resolution was then put to vote and it was passed unanimously as an Ordinary Resolution on a show of hands.

**3) RE-APPOINTMENT OF MRS. RADHA SINGH:**

The Chairman then placed before the meeting the third item of Ordinary business as per notice before the meeting that is reappointment of Mrs Radha Singh who retires by rotation and being eligible has offered herself for reappointment and requested one of the members to propose the resolution.

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Rajesh Garg (DP ID IN301428) (Client ID 10009929)

**“RESOLVED THAT** Mrs Radha Singh, who retires by rotation and is eligible for appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Seconded by: Ajay Jain (DP ID. IN 301209) (Client ID 10036870)

The resolution was then put to vote and it was passed unanimously as an Ordinary Resolution on a show of hands.

**4) RE-APPOINTMENT OF STATUTORY AUDITORS:**

The Chairman informed that the Walker, Chandiook & Co, Chartered Accountants, the Statutory Auditors were to be reappointed for the financial year 2013-2014 as recommended by the Audit Committee.

The Chairman then placed before the meeting the fourth item of Ordinary business as per notice before the meeting with respect to appointment of Statutory Auditors of the Company and requested one of the members to propose the resolution.

The following resolution was proposed as an Ordinary Resolution:

Proposed by: S. K. Mittal (Folio No CDSL 1201910100009020)

**“RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Walker, Chandiook & Co. Chartered Accountants, New Delhi, the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2013- 2014 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration and other expenses in connection with the Company’s audit, as may be mutually decided between them and the Board.”

Seconded by: Vikash Chachra (Folio No.CDSL 1202060000619076 )

The resolution was then put to vote and it was passed unanimously as an Ordinary Resolution on a show of hands.

**Special Business**

**6. APPOINTMENT OF MR. SURINDER KUMAR TUTEJA AS DIRECTOR OF THE COMPANY:**

The Chairman then placed before the meeting the first item of Special business as per notice before the meeting and requested one of the members to propose the resolution.

The following resolution was proposed as an Ordinary Resolution:

Proposed by: Amita Garg (DP ID. IN301428) (Client ID 10050160)

**“RESOLVED THAT** Mr. Surender Kumar Tuteja who was appointed as Additional Director of the Company by the Board of Directors in their meeting held on 7<sup>th</sup> February, 2013, under Section 260 of the Companies Act, 1956 and who holds office as such upto date of the forthcoming Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under provision of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

Seconded by: Akanksha Agarwal (DP ID. IN301428) (Client ID 10016090)

The resolution was then put to vote and it was passed unanimously as an Ordinary Resolution on a show of hands.

**At this stage, Mr. Ashwani Kumar Arora vacated the chair and Mr. Pramod Bhagat, Director took the Chair with the permission of the members.**

**7) INCREASE IN REMUNERATION OF MR. ASHWANI KUMAR ARORA,  
JOINT MANAGING DIRECTOR OF THE COMPANY:**

The Chairman then placed before the meeting the seventh item of Special business for increase in scale of remuneration of Mr. Ashwani Kumar Arora, Joint Managing Director as per notice before the meeting and requested one of the members to propose the resolution.

The following resolution was proposed as a Special Resolution:

Proposed by: Suman Garg (DP ID. IN301428) (Client ID 10071304)

**“RESOLVED THAT** pursuant to provisions of Sections 198,269,309,310 and provision of Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification and enactment thereof) and as recommended by the Remuneration Committee and such other approval, permission and sanction thereof, the scale of remuneration of Mr. Ashwani Kumar Arora, Joint Managing Director be increased, which shall be as follows:

**(a) Salary**

Salary shall be on a scale between Rs. 6,50,000 to Rs. 12,00,000 per month subject to such increments as may be given by the Board from time to time.

The initial salary shall be Rs. 6,50,000 per month.

**(b) Benefits, perquisites and allowances:**

In addition to salary, he will be entitled to:

- i) Rent free accommodation to be provided by the Company.
  - ii) Leave travel assistance, medical facility/reimbursement, medical, insurance, personal accident insurance, club fees and such other perquisites/ allowances in accordance with rules of the Company or may be decided by the Board or any Committee thereof, from time to time, subject to applicable limit prescribed under law.
  - iii) Company maintained car with driver for official use.
  - iv) Telecommunication facilities at residence.
- Leave encashment, provident fund and gratuity in accordance with rules of the Company.

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profit in any financial year, the Company shall pay him remuneration as specified above as minimum remuneration, subject to such approvals as may be required.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits and payment of remuneration as aforesaid due to any reason, the Company subject to approval of the Central Government, do waive the recovery of remuneration paid to Mr. Ashwani Kumar Arora in terms of Section 309 (5B) of the Companies Act, 1956.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized with consent of Mr. Ashwani Kumar Arora, to verify/ modify/ increase/ alter the said remuneration from time to time during the tenure of the agreement as approved by the shareholders and to take such steps and do all other acts, deeds and things as may in its absolute discretion deem necessary, proper and desirable and to settle any question difficulty and doubt that may arise in this regard.”

Seconded by: Rajesh Garg (DP ID IN 301428) (Client ID 10009929)

The resolution was then put to vote and it was passed unanimously as a Special Resolution on a show of hands.

#### **8 INCREASE OF REMUNERATION OF MR. SURINDER KUMAR ARORA, JOINT MANAGING DIRECTOR OF THE COMPANY:**

The Chairman then placed before the meeting the eight item of Special business for increase in scale of remuneration of Mr. Surinder Kumar Arora, Joint Managing Director as per notice before the meeting and requested one of the members to propose the resolution.

The following resolution was proposed as a Special Resolution:

Proposed by: Prem Kumar Mehta (DP ID. IN300861) (Client ID 10047636)

**“RESOLVED THAT** pursuant to provisions of Sections 198,269,309,310 and provision of Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification and enactment thereof) and on recommendation of the Remuneration Committee and such other approval, permission and sanction thereof, the remuneration of Mr. Surinder Kumar Arora, Joint Managing Director be increased, which shall be as follows:

**(c) Salary**

Salary shall be on a scale between Rs. 6,50,000 to Rs. 12,00,000 per month subject to such increments as may be given by the board from time to time.

The initial salary shall be Rs. 6,50,000 per month.

**(d) Benefits, perquisites and allowances:**

In addition to salary, he will be entitled to:

v) Rent free accommodation to be provided by the Company.

vi) Leave travel assistance, medical facility/reimbursement, medical, insurance, personal accident insurance, club fees and such other perquisites/ allowances in accordance with rules of the Company or may be decided by the Board or any Committee thereof, from



time to time, subject to applicable limit prescribed under law.

vii) Company maintained car with driver for official use.

viii) Telecommunication facilities at residence.

Leave encashment, provident fund and gratuity in accordance with rules of the Company.

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profit in any financial year, the Company shall pay him remuneration as specified above as minimum remuneration, subject to such approvals as may be required.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits and payment of remuneration as aforesaid due to any reason, the Company subject to approval of the Central Government, do waive the recovery of remuneration paid to Mr. Surinder Kumar Arora in terms of Section 309 (5B) of the Companies Act, 1956.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized with consent of Mr. Surinder Kumar Arora, to verify/ modify/ increase/ alter the said remuneration from time to time during the tenure of the agreement as approved by the shareholders and to take such steps and do all other acts, deeds and things as may in its absolute discretion deem necessary, proper and desirable and to settle any question difficulty and doubt that may arise in this regard.”

Seconded by: Ajay Jain(DP ID. IN301209) (Client ID 10036870)

The resolution was then put to vote and it was passed unanimously as an Special Resolution on a show of hands.

**Mr. Pramod Bhagat vacated the chair and Mr. Ashwani Kumar Arora resumed in the chair.**

#### **VOTE OF THANKS**

On behalf of the members present, Mr. S. K. Mittal proposed a Vote of Thanks to the Chair and thereafter the meeting was concluded.

**CHAIRMAN**