



LT Foods

LT FOODS LTD.

CORPORATE OFFICE

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Haryana, India. T. +91-124-3055100 F. +91-124-3055199

CIN No. : L74899DL1990PLC041790

Regd. OFFICE

Unit - 134, 1st Floor, Rectangle-1, Saket District Center, Saket,
New Delhi-110017, India, T. +91-11-29565344 F. +91-11-29563099

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF LT FOODS LIMITED THROUGH POSTAL BALLOT ON 28TH OCTOBER, 2016

SUB DIVISION OF EQUITY SHARES

RESOLVED THAT subject to Section 61 of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force), and in terms of the authority of Article 55 Of the Articles of Association of the Company and subject to such approvals. consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the consent of the shareholders be and is hereby accorded for subdividing the equity shares of the Company, such that each equity share having a face value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 Equity shares having face value of Re. 1/- each fully paid up with effect from the Record date (as determined by the Board).”

“**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up capital of face value of Rs. 10/- each, shall stand sub-divided into requisite number of equity shares of face value of Re. 1/- each from the Record date and on sub-division, 10(Ten only) Equity shares of Re. 1/- each shall be allotted in lieu of existing 1(one) Equity share of Rs. 10/- each face value subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid up equity shares of Rs.10/- (Rupees Ten Only) each of the Company.”

FURTHER RESOLVED THAT the existing clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following new Clause V.

“The Authorised Share Capital of the Company is 30,00,00,000 (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores only) Equity Shares of 1/- (Rupee One) each.”

CERTIFIED TRUE COPY
FOR LT FOODS LIMITED


MONIKA CHAWLA JAGGIA
COMPANY SECRETARY
MEMBERSHIP NO. F5150

www.ltgroup.in

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DEVAAYA

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

SUB-DIVISION OF SHARES

The Equity Shares of the Company are listed and traded at BSE Limited and NSE Limited. The market price of the Company has witnessed significant increase over the last few years. In order to facilitate affordability of the Company's shares for investors at large and to enhance the liquidity of the Company's Equity Shares in the stock market, it is proposed to bring down the nominal face value of the Equity Shares of the Company from Rs. 10/- (Rupees Ten only) to Rs. 1/- (Rupee One only).

After the approval by the members, the Board of Directors (or a Committee thereof) of the Company will fix a Record Date for the aforesaid sub-division.

At present, the Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores only) Equity Shares of Rs. 10/- (Rupee Ten) each. After sub-division, the authorized share capital of the Company will be Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 30,00,00,000 (Thirty Crores only) equity shares of Re.1/- each.

A copy of the Memorandum and Articles of Association of the Company along with the proposed alterations, deletions and/or modifications is available for inspection at the Registered Office of the Company during working hours between 2.00 p.m. to 5.00 p.m. on all days except Saturdays, Sundays and Public Holidays till the conclusion of the Annual General Meeting.

None of the Directors of your Company are concerned or interested in the said Resolution, except as a member, if any of the Company.

