

# Notice

## LT Foods Limited

Regd. Office:-Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, New Delhi-110 017  
CIN-L74899DL1990PLC041790, Website:-www.ltgroup.in  
Telefax:- +91-11-26859344, Email:-ir@ltgroup.in

### Notice

Notice is hereby given that the 27th Annual General Meeting of the members of LT Foods Limited will be held on Tuesday, September 19, 2017 at 12.00 noon. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi-110010, to transact the following businesses:

### Ordinary Business

1. To consider and adopt:
  - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and Auditors report thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Ashwani Kumar Arora (DIN: 01574773), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To ratify the Auditor's re-appointment and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendation of the Audit Committee and as approved by the Board of Directors, the Company hereby ratify the appointment of M/s. Walker, Chandiook & Co. Chartered Accountants (Firm Registration No. 001076N) as Statutory Auditors of the Company (who appointed as such in the Annual General Meeting held on 18 September, 2015, for period of 5 years), to hold office as such from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration (excluding out of pocket expenses) as may be

recommended by the Audit Committee on consultation with the Auditors and that such remuneration may be paid on such basis to be agreed upon between the Auditors and the Board of Directors of the Company."

### Special Business

5. **To revise remuneration of Mr. Vijay Kumar Arora, Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT,** in accordance with the provisions of Sections 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Shareholders be and is hereby accorded for the revision of remuneration of Mr. Vijay Kumar Arora, Managing Director of the Company (w.e.f 1st October 2017) at ₹ 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month consisting of Basic Salary, House Rent Allowance/Rent-free residential accommodation, Perquisites and various other allowances."

**"FURTHER RESOLVED THAT,** Mr. Vijay Kumar Arora would be paid such remuneration in addition to the above, by way of commission at the rate of 2% calculated with reference to the Net profit (calculated in terms of Section 198 of the Companies Act, 2013) of the Company, as may be determined by the Board of the Company subject to overall ceiling stipulated in Section 197 of the Act."

**"FURTHER RESOLVED THAT,** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Mr. Vijay Kumar Arora, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Commission subject to further approvals as required under Schedule-V of the Act, or any modification (s) thereto."

**"RESOLVED FURTHER THAT,** the Board shall have the authority from time to time to revise the remuneration of Mr. Vijay Kumar Arora"

## Notice

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby authorized to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

In compliance with the provisions of Section 196, 197, 198 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration of Mr. Vijay Kumar Arora, as specified above are now being placed before the Members for their approval as detailed in the explanatory statement.

The Board commends the Resolutions at item No.5 for approval by the Members.

6. **To revise remuneration of Mr. Ashwani Kumar Arora, Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**"RESOLVED THAT,** in accordance with the provisions of Sections 197 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Shareholders be and is hereby accorded for the revision of remuneration of Mr. Ashwani Kumar Arora, Managing Director of the Company (w.e.f 1st October 2017) at ₹ 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand only) per month consisting of Basic Salary House Rent Allowance/Rent-free residential accommodation, Perquisites and various other allowances."

**"FURTHER RESOLVED THAT,** Mr. Ashwani Kumar Arora would be paid such remuneration in addition to the above, by way of commission at the rate of 2% calculated with reference to the Net profits (calculated in terms of Section 198 of the Companies Act,2013) of the Company, as may be determined by the Board of the company subject to overall ceiling stipulated in Section 197 of the Act."

**"FURTHER RESOLVED THAT,** Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Mr. Ashwani Kumar Arora, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Commission subject to further approvals as required under Schedule-V of the Act, or any modification (s) thereto."

**"RESOLVED FURTHER THAT,** the Board shall have the authority from time to time to revise the remuneration of Mr. Ashwani Kumar Arora.

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby authorized to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution."

In compliance with the provisions of Section 196, 197,198 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration of Mr. Ashwani Kumar Arora, as specified above are now being placed before the Members for their approval as detailed in the explanatory statement.

The Board commends the Resolutions at item No.6 for approval by the Members.

7. **To approve the Related Party Transactions for the Financial Year 2017-18 and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed transactions between Company and other related parties as mentioned below on the terms and conditions as may be decided by the Board of Directors and Audit Committee keeping in mind the best interest of the company and agreed by the related party (s).

## Notice

Name of the Related Party	Nature of Transaction and Proposed Maximum amount	Nature of Relationship
Daawat Foods Limited	Sale, Purchase or Supply of Rice and other materials-INR 26,100 Lakhs Sale, Purchase of Fixed Assets/Machinery Spares-INR 100 Lakhs Corporate Guarantee- INR 36,000 Lakhs	Subsidiary Company
Nature Bio Foods Limited	Sale, Purchase or Supply of Rice and other materials-INR 1,040 Lakhs Leasing of Property-INR 60 Lakhs Corporate Guarantee- INR 12,050 Lakhs	Wholly owned Subsidiary Company
Raghunath Agro Industries Private Limited	Sale, Purchase or Supply of Rice and other materials-INR 9,600 Lakhs Corporate Guarantee- INR 600 Lakhs	Company under the same management
LT Foods International Limited UK	Sale of rice- INR 13,250 Lakhs	Wholly owned Subsidiary Company
LT Foods Middle East DMCC	Sale of rice- INR 12,860 Lakhs	Wholly owned Subsidiary Company
LT Foods Europe B.V.	Sale of rice- INR 17,050 Lakhs	Fellow Subsidiary

Loan/Investment as referred above in the table means and includes loans, Investment and / or giving of any guarantee and / or providing security in connection with a loan.

**“RESOLVED FURTHER THAT** all Whole-time Directors and the Company Secretary of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transactions on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

### 8. To fix remuneration of Mr. Ritesh Arora, Manager (Business Development)

**“RESOLVED THAT**, in accordance with the provisions of Sections 188(1)(f) and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board & Its Power) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)the Company be and hereby recommend the fixation of remuneration of Mr. Ritesh Arora, Manager (Business Development) S/o Mr. Ashwani Kumar Arora, at ₹ 3,50,000 /-(Rupees Three lakhs Fifty Thousand only) per month w.e.f. 01st October, 2017.”

**“RESOLVED FURTHER THAT** the Company be and hereby authorize the Board of Directors of the Company, from time to time (a) to revise the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and (b) to promote him to any higher position/designation or salary scale or grade in due course together with such allowances.”

**“FURTHER RESOLVED THAT** the Board of Directors of the Company be and are hereby authorised to take, perform and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.”

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, Gurugram,  
Haryana-122 001

Place: Gurugram  
Date: 10th August 2017

## Notice

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF.

The instrument appointing the proxy and should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding FIFTY (50) Members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The Proxy Holder shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

Certified copy of Board Resolution(s) authorising representatives(s) to attend and vote at the meeting shall be sent to the Registered Office of the Company.

3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed hereto in respect in respect to Item No. 5 to 8 of the notice set out above.
4. For the convenience of the shareholders, Attendance slip-cum- Entry pass & Proxy Form is annexed to this Report. Shareholders/ Proxy holders/ representatives are requested to affix their signatures on the revenue stamp of Re. 1/- only at the space provided therein and surrender the Attendance slip-cum-Entry pass at the venue.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

7. BOOK CLOSURE
  - (a) The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, September 12th, 2017 to Tuesday, September 19th, 2017 (both days inclusive) for Annual General Meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Bigshare Services Private Limited.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare Services Private Limited.
10. As per the provisions of Section 72 of the Companies Act, 2013, Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website i.e www.ltgroup.in under the section 'Investor Relations'.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare, for consolidation into a single folio.
12. Non-Resident Indian Members are requested to inform Bigshare, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pincode number, if not furnished earlier.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.

## Notice

15. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
16. Electronic copy of the Annual Report for the financial period ended 01.04.2016 to 31.03.2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
17. Additional Information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of Director seeking reappointment as mentioned under item No. 3 of this notice is appended. Further the Company has received relevant disclosures/consent from the Director seeking appointment. Additional information as required by SS-2 in respect of directors whose remuneration is revised is also disclosed with respect to item no. 5 & 6.
18. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any
19. 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. Wednesday, 13th September, 2017 and the person who is not a member as on the Cut off date should treat this notice for information purpose only.
20. The voting period commence on Saturday, 16th September, 2017 (09:00 AM) and ends on the close of Monday, 18th September 2017 (5.00 PM). The E-Voting module shall also be disabled by NSDL for voting thereafter. For detailed procedure and manner of E-Voting, please refer the instructions of E-Voting Form forming part of this notice.
21. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the Registered office and Corporate office on Wednesday, 20th September 2017. The results of the e-voting will be posted on the Company's website [www.ltgroup.in](http://www.ltgroup.in) as well as on the website of Agency i.e. NSDL immediately after the results declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to the stock exchanges where the Company's shares are listed.
22. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
23. In case of any grievances connected with voting by electronic means then concerned person can contact the Secretarial department on the following contact Number: 0124-3055100.
24. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.

## Notice

### Annexure to the Notice

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

### Item-5

#### Revise remuneration of Mr. Vijay Kumar Arora, Managing Director of the Company.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, revised the remuneration of Mr. Vijay Kumar Arora subject to the approval of the members.

Mr. Vijay Kumar Arora is the founder promoter director of the company. He is holding the position of Managing Director of the Company and has more than 40 years of experience in the related business and is instrumental in the formation and growth of the company.

He is currently drawing remuneration of INR 12.50 lakhs per month. The Company has witnessed 14% growth in turnover on standalone basis and is expected to grow more in this financial year. The Company required his visionary leadership and wishes to compensate him accordingly. Hence the Company is proposing to increase his remuneration as enumerated in the draft resolution.

#### Details of remuneration proposed to be paid to Mr. Vijay Kumar Arora:-

- 1 **Basic Salary:** (The annual increments which will be effective from 1st April each year that will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee ("NRC") and will be performance-based and take into account the Company's performance.)
- 2 **House rent allowance / Rent-free residential accommodation:** Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities e.g. gas, electricity and water charges) for the said accommodation OR house rent allowance and house maintenance and utility allowance (in case residential accommodation is not provided by the Company)

### Perquisites and allowances

- 3
  - (a) Hospitalization and major medical expenses, Car with driver facility, Telecommunication facility as per Rules of the Company.
  - (b) Other perquisites and allowances (medical allowance, personal accident insurance / club membership fees).
  - (c) Leave Travel Concession will be allowed once in a year to any place for self and family.
- 4 **Other Benefits.**
  - (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
  - (b) Leave and encashment of unavailed leave as per the Rules of the Company.

### 5 Performance linked Commission / Incentive.

In addition to Salary, Benefits, Perquisites and Allowances, he would be paid such remuneration by way of commission, calculated with reference to the Net profits (calculated in terms of Section 198 of the Companies Act, 2013) of the Company, as may be determined by the Board of the company subject to overall ceiling stipulated in Section 197 of the Act. The specific amount payable will be based on his performance as evaluated by NRC and approved by the Board. The payment on a pro-rata basis will be paid on MONTHLY OR QUARTERLY OR ANNUAL basis at the discretion of NRC and as approved by the board.

### Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Mr. Vijay Kumar Arora, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Commission subject to further approvals as required under Schedule-V of the Act, or any modification (s) thereto.

In compliance with the provisions of Section 196, 197, 198 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration as specified above are now being placed before the Members for their approval. The Board commends the Resolutions at item No. 5 for approval by the Members.

## Notice

A Statement showing the details about Mr. Vijay Kumar Arora is appended herewith for reference of the members

Name of the Managing Director	Age, qualification, experience and date of appointment of Managing Director	Detail of Remuneration sought to be paid and Remuneration last drawn by such Managing Director	Shareholding of Managing Director in the Company as at 31st March, 2017	Number of Board Meetings and Committee Meetings attended during the Financial year in the Company	Relationship (if any) with other Directors and Key Managerial Personnel.	Details of Directorship, Membership/ Chairmanship of Committees of other Boards
Vijay Kumar Arora	Age: 59 Years Qualification: B.Sc. Experience: more than 40 years Date of First appointment: 29/09/2004	Remuneration sought to be paid: as mentioned in resolution Remuneration last drawn by such Managing Director: INR 12.50Lakhs per month 141.07 Lakhs	Number of total shares held: 2,12,86,920 ( in dematerialized form) Shareholding as Percentage of total No. of shares: 7.98%	Number of Board Meetings held:4 Number of Board Meeting attended: 3	Brother of Mr. Ashok Kumar Arora(MD) and Surinder Kumar Arora(MD) . Uncle of Mr Ritesh Arora (Manager-Business Development)	This disclosure forms part of Corporate Governance Report which a part of Annual Report-16-17

None of the Directors except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora are interested in the resolutions set out at Item Nos. 5 of the Notice.

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends the Special Resolution set out at Item Nos. 5 of the Notice for approval by the shareholders.

### Item 6

#### Revise remuneration of Mr. Ashwani Kumar Arora, Managing Director of the Company.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, revised the remuneration of Mr. Ashwani Kumar Arora subject to the approval of the members.

Mr. Ashwani Kumar Arora is the founder promoter director of the company. He is holding the position of Managing Director of the Company and has more than 30 years of experience in the related business and is instrumental in the formation and growth of the company.

He is currently drawing remuneration from LT Foods Middle East DMCC, the Fellow subsidiary of the Company. The Company has witness 14% growth in turnover on standalone basis and is expected to grow more in this financial year. The Company required his visionary leadership and wishes to compensate him accordingly. Hence the Company is proposing to increase his remuneration as enumerated in the draft resolution.

#### Details of remuneration proposed to be paid to Mr. Ashwani Kumar Arora:-

- Basic Salary:** (The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendation of the Nomination and Remuneration Committee ("NRC") and will be performance –based and take into account the Company's performance.)
- House rent allowance / Rent-free residential accommodation:** Rent-free residential accommodation (partly furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities e.g. gas, electricity and water charges) for the said accommodation OR house rent allowance and house maintenance and utility allowance (in case residential accommodation is not provided by the Company)

#### Perquisites and allowances

- Hospitalization and major medical expenses, Car with driver facility, Telecommunication facility as per Rules of the Company.
  - Other perquisites and allowances (medical allowance, personal accident insurance / club membership fees).
  - Leave Travel Concession will be allowed once in a year to any place for self and family.
- Other Benefits.**
  - Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
  - Leave and encashment of unavailed leave as per the Rules of the Company.

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### 5 Performance linked Commission / Incentive.

In addition to Salary, Benefits, Perquisites and Allowances, he would be paid such remuneration by way of commission, calculated with reference to the Net profit of the Company, as may be determined by the Board of the company subject to overall ceiling stipulated in Section 197 of the Act . The specific amount payable will be based on the performance of the Company as evaluated by NRC and approved by the Board. The payment on a pro –rata basis will be paid on MONTHLY OR QUARTERLY OR ANNUAL basis at the discretion of NRC and as approved by the Board.

### Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Mr. Ashwani Kumar Arora, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites, Commission subject to further approvals as required under Schedule-V of the Act, or any modification (s) thereto.

In compliance with the provisions of Section 196, 197, 198 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of remuneration as specified above are now being placed before the Members for their approval. The Board commends the Resolutions at item No.6 for approval by the Members.

A Statement showing the details about Mr. Ashwani Kumar Arora as per SS-2 and Regulation 36(3) of SEBI(LODR) Regulations, 2015 is appended herewith for reference of the members:

Name of the Managing Director	Age, qualification, experience and date of appointment of Managing Director	Detail of Remuneration sought to be paid and Remuneration last drawn by such Managing Director	Shareholding of Managing Director in the Company as at 31st March, 2017	Number of Board Meetings and Committee Meetings attended during the Financial year in the Company	Relationship (if any) with other Directors and Key Managerial Personnel.	Details of Directorship, Membership/ Chairmanship of Committees of other Boards
Ashwani Kumar Arora	Age: 52 Years Qualification: Graduate Experience: more than 30 years Date of First appointment: 22/06/2007	Remuneration sought to be paid: as mentioned in the resolution Remuneration last drawn by such Managing Director: NA	Number of total shares held: 2,12,86,920 ( in dematerialized form) Shareholding as Percentage of total No. of shares: 7.98%	Number of Board Meetings held: 4 Number of Board Meeting attended: 4	Brother of Mr. Vijay Kumar Arora(CMD) and Mr. Surinder Kumar Arora(MD) . Father of Mr Ritesh Arora (Manager-Business Development)	This disclosure forms part of Corporate Governance Report which a part of Annual Report-16-17

None of the Directors except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora are interested in the resolutions set out at Item Nos. 6 of the Notice.

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set out respectively at Item Nos. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends the Special Resolution set out at Item Nos. 6 of the Notice for approval by the shareholders.

### Item No. 7

#### To approve all Material Related Party Transactions for the Financial Year 2016-17

The Board of Directors of the Company approved all Material Related Party Transactions on the recommendation of Audit Committee for the Financial Year 2016-17 subject to the approval of the members.

Pursuant to provisions of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure

requirement) Regulations, 2015 the shareholders by way of a Ordinary Resolution should approve all the material related party transactions of a listed Company.

Since the proposed transaction is between the Companies which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013, the proposed sale, purchase, loan, investment, guarantee (s) / security(ies), Letter of Credit, Buyers Credit would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder's approval.

The disclosures required being provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members:

- 1. Name of the related party and nature of relationship: As per the below table**
- 2. Name of the director or key managerial personnel who is related, if any: As per below table**
- 3. Nature of relationship: - As per below table**



## Notice

Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship
Daawat Foods Limited	Vijay Kumar Arora, Ashwani Kumar Arora, Ashok Kumar Arora, Surinder Kumar Arora	Subsidiary Company
Nature Bio-Foods Limited	Vijay Kumar Arora, Ashwani Kumar Arora, Ashok Kumar Arora, Surinder Kumar Arora	Wholly Owned Subsidiary Company
Raghunath Agro Industries Private Limited	Vijay Kumar Arora, Ashwani Kumar Arora, Ashok Kumar Arora, Surinder Kumar Arora	Company under same management
Ritesh Arora	Vijay Kumar Arora, Ashwani Kumar Arora, Ashok Kumar Arora, Surinder Kumar Arora	Son of Mr. Ashwani Kumar Arora
LT Foods International Limited, UK	Vijay Kumar Arora, Ashwani Kumar Arora	Wholly Owned Subsidiary Company
LT Foods Middle East DMCC	Vijay Kumar Arora, Ashwani Kumar Arora	Fellow Subsidiary Company
LT Foods Europe BV	Vijay Kumar Arora, Ashwani Kumar Arora, Ashok Kumar Arora, Surinder Kumar Arora	Fellow Subsidiary Company

- Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
- Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Directors approved this item on the August 10th, 2017 and recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Special Resolution.

Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution to the extent of their shareholding and directorship in other companies.

### **Item 8 To Fix remuneration of Mr. Ritesh Arora, Manager, Business Development.**

Mr. Ritesh Arora is son of Mr. Ashwani Kumar Arora. He is Masters in Business and Managerial Development, from University of Glasgow, UK. He is in the system from long and is handling versatile profile in the Company. He is heading Kameda project as well as working on New Product Development. He is also involved in working capital and SAP implementation tool. Being related Party, the fixation of remuneration is as per the provisions of Sections 188(1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board & Its Power) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). The remuneration is proposed to be fixed at ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month.

**Mr. Ritesh Arora is interested in the resolution to the extent of his share holding in the Company. None of the Directors except Mr. Ashwani Kumar Arora, Mr. Vijay Kumar Arora, Mr. Surinder Kumar Arora are interested in the resolution. The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set out respectively at Item Nos. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.**



**LT Foods Limited**

Regd. Office:-Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, New Delhi-110 017  
 CIN-L74899DL1990PLC041790, Website:-www.ltgroup.in Telefax:- +91-11-26859344, Email:-ir@ltgroup.in

**ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the registration counter for obtaining entry pass. The signature at the time of attendance at the meeting should tally with specimen signatures registered with the Company).

DP ID*	
Client ID*	

Regd. Folio No \_\_\_\_\_ No. of Shares held \_\_\_\_\_ I/We hereby record my/our presence at the Twenty Seventh Annual General Meeting of the Company held on Tuesday, the 19th September, 2017 at 12.00 noon at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi – 110010.

Name and Address of the Shareholder/Proxy/Authorize Representative: \_\_\_\_\_ (In Block Letters)

I/We certify that I/We am/are registered shareholder(s)/proxy for the registered shareholder of the Company.

Signature of the Shareholder/Proxy/Authorize Representative \_\_\_\_\_

SHAREHOLDER INCLUDE BENEFICIAL OWNERS OF THE SHARES HELD IN DEMATERIALIZED FORM BY THEM WITH DEPOSITORY PARTICIPANT (S).

\* Applicable for investors holding shares in electronic form

**Form No. MGT-11  
 PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: L74899DL1990PLC041790

Name of the company : LT Foods Limited

Registered office : Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, New Delhi-110 017

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Email ID : \_\_\_\_\_

Folio No/Client ID : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_ Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him
- Name : \_\_\_\_\_ Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the \_\_\_\_\_ Annual General Meeting of the Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ At \_\_\_\_\_ a.m. / p.m. at \_\_\_\_\_ (place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

- |          |          |
|----------|----------|
| 1. _____ | 2. _____ |
| 3. _____ | 4. _____ |
| 5. _____ | 6. _____ |
| 7. _____ | 8. _____ |

Signed this..... day of..... 20....

Signature of shareholder

Affix  
 Revenue  
 Stamp of  
 Re. 1/- Only

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed, signed, stamped and deposited. at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

### Route Map

