

Ref-LTF/ SE/ 2024-25/

Date: March 05, 2025

To,

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
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Ref. Code: 532783. Scrip ID: LTFOODS

Dear Sir /Madam,

Sub: Declaration of Voting Results of Notice of Postal Ballot dated 29th January, 2025.**Ref.: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

This is further to our letter dated February 03, 2025 in respect of submission of Notice of Postal Ballot for seeking the approval of the Members of the Company through remote e-voting on the following Resolutions:

1. Re-appointment of Mrs. Neeru Singh as an Independent Director of the Company.
2. Re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as Managing Director of the Company.
3. Re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as Managing Director of the Company.

In this regard, the Remote e-voting period was commenced at **9:00 AM (IST) on Monday, February 03, 2025** and ended at **5:00 PM (IST) on Tuesday, March 04, 2025**.

In terms of the Regulation 44 of Listing Regulations, we are enclosing herewith:

1. Voting Result in the format prescribed pursuant to Regulation 44(3) of the Listing Regulations marked as "**Annexure-1**" and
2. The Scrutinizer's Report dated March 05, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 marked as "**Annexure-2**".

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The said resolutions placed through Postal Ballot, were passed by the Members with the requisite majority and deemed as passed on the last date of e-voting i.e. Tuesday, March 04, 2025.

The Voting Result along with Scrutinizer Report are also being placed on the website of the Company
www.ltfoods.com.

We request you to please take the above on record.

Thanking you.
Yours truly,

For **LT Foods Limited**

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JAGGIA Date: 2025.03.05
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Monika Chawla Jaggia
Company Secretary & Compliance Officer
Membership No. F5150

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Annexure-1

LT FOODS LIMITED

Date of AGM/EGM	Not applicable (Resolutions passed through Postal Ballot on March 04, 2025.
Record / Cut-off Date	Friday, January 31, 2025
Total No. of Shareholders on Record Date	207275
No. of Shareholder present in the meeting either in person or proxy: a) Promoter and Promoters group b) Public	Not applicable (Resolutions passed through Postal Ballot)
No. of shareholders attending through video conferencing: a) Promoter and Promoters group b) Public	Not applicable (Resolutions passed through Postal Ballot)
No. of resolutions passed in the meeting	3

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mrs. Neeru Singh as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	177111991	133673772	75.4742	133673772	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		177111991	133673772	75.4742	133673772	0	100.0000
Public- Institutions	E-Voting	53762786	49484090	92.0415	49143529	340561	99.3118	0.6882
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		53762786	49484090	92.0415	49143529	340561	99.3118
Public- Non Institutions	E-Voting	116378167	1631766	1.4021	595063	1036703	36.4674	63.5326
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		116378167	1631766	1.4021	595063	1036703	36.4674
Total		347252944	184789628	53.2147	183412364	1377264	99.2547	0.7453
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	177111991	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		177111991	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	53762786	49484090	92.0415	47137903	2346187	95.2587	4.7413
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		53762786	49484090	92.0415	47137903	2346187	95.2587
Public- Non Institutions	E-Voting	116378167	1631741	1.4021	1628404	3337	99.7955	0.2045
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		116378167	1631741	1.4021	1628404	3337	99.7955
Total		347252944	51115831	14.7201	48766307	2349524	95.4035	4.5965
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	177111991	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		177111991	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	53762786	49484090	92.0415	47137903	2346187	95.2587	4.7413
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		53762786	49484090	92.0415	47137903	2346187	95.2587
Public- Non Institutions	E-Voting	116378167	1631565	1.4020	1628179	3386	99.7925	0.2075
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		116378167	1631565	1.4020	1628179	3386	99.7925
Total		347252944	51115655	14.7200	48766082	2349573	95.4034	4.5966
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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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")], Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th September, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

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 27th January, 2025 (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:



Proposed Resolutions:

Item No. 1:- Re-appointment of Mrs. Neeru Singh as an Independent Director of the Company and in this regard following resolution was proposed for Shareholder's consideration as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17(1C), 17(1D), 25 and any other regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), Mrs. Neeru Singh (DIN: 06987939), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director and who meets criteria for independence under section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 17th March 2025 up to 16th March, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of the Board with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2- Re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as Managing Director of the Company and in this regard following resolution was proposed for Shareholder's consideration as an Ordinary Resolution:

RESOLVED THAT pursuant to Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(1C), 17(1D) and any other Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), if any, the Articles of Association of the Company, Nomination and Remuneration Policy and based on the recommendation of Nomination and Remuneration Committee and approval the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as the Managing Director of the Company for a period of 5 (five) years with effect from 21st June 2025 till



20th June 2030 on the same terms and conditions including remuneration as approved earlier, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration within the approved limit, as it may deem fit and as may be acceptable to Mr. Ashwani Kumar Arora, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof

RESOLVED FURTHER THAT Mr. Ashwani Kumar Arora, shall be paid remuneration from LT Foods Limited and will be liable to be retiring by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the financial years during the tenure of Mr. Ashwani Kumar Arora, as Managing Director, the remuneration payable including the perquisites as above shall be treated as Minimum Remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits and the payment of remuneration as aforesaid, the Company subject to approval of the Central Government, will waive the recovery of remuneration paid to Mr. Ashwani Kumar Arora in terms of section 197(10) of the Act. RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 3- Re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as Managing Director of the Company and in this regard following resolution was proposed for Shareholder's consideration as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(1C), 17(1D) and any other Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), if any, the Articles of Association of the Company, Nomination and Remuneration Policy and based on the recommendation of Nomination and Remuneration Committee and approval the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as the Managing Director of the Company for a period of 5 (five) years with effect from 21st June 2025 till 20th June 2030 on the same terms and conditions as approved earlier, with liberty to the Board to alter and vary the terms and conditions of the said reappointment and / or remuneration within the approved limit, as it may deem fit and as may be acceptable to Mr. Surinder Kumar Arora, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Surinder Kumar Arora, shall be paid remuneration from M/s Daawat Foods Limited, wholly owned subsidiary Company, and will be liable to be retiring by rotation.



RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

Report:-

I hereby submit my report on the voting on the Special Resolution proposed in the Postal Ballot Notice dated 27th January, 2025 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 3rd February 2025. 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 4th February 2025 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 3rd February, 2025 at 09:00 AM and remained opened up to 4th March, 2025 at 05:00 P.M.
6. The Equity Shareholders holding shares as on 31st January 2025, "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 4th March 2025, 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:



Item No. 1:- Re-appointment of Mrs. Neeru Singh as an Independent Director 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	786	183412364	99.25

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	61	1377264	0.75

Invalid votes:

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

Item No. 2- Re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as Managing Director 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	777	48766307	95.40

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	60	2349524	4.60

Invalid votes:

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



Item No. 3- Re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as Managing Director 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	775	48766082	95.40

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	61	2349573	4.60

Invalid votes:

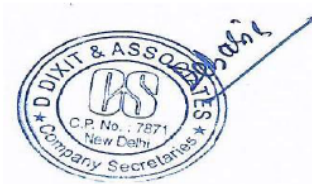
Total number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

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- F007218F004049619

Dated: 5TH March 2025
Place: Delhi`