



LT Foods

LT FOODS LTD.**CORPORATE OFFICE**

MVL- I Park, 4th Floor Sector - 15, Gurgaon - 122001,
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

Ref. No.: LTF/SE/2015-16/

Date: 21/09/2015

To,

The Secretary

The National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G-Block,
Bandra-Kurla Complex,

Subject : Outcome and Proceedings of Twenty Fifth Annual General Meeting of the LT Foods Limited held on Friday, 18th September, 2015

REF. CODE: - 532783, SCRIP ID: DAAWAT

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, this is to inform you that the 25th Annual General Meeting of the Members of the Company was held on Friday, 18th September, 2015 at 3.00 p m at Air Force Auditorium, Subroto Park, Dhaula Kuan, and New Delhi-110010.

Mr. Ashwani Kumar Arora, Managing Director of the Company chaired the proceedings of the Meeting. Mr. Pramod Bhagat, Independent Director, chaired the proceedings in respect of the items of business where Mr. Ashwani Kumar Arora was deemed to be interested.

The Chairman gave an overview of the financial performance of the company for the financial year ended March 31, 2015 and its future outlook.

The Chairman informed the Members that pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of the businesses to be transacted at the Annual General Meeting. The e-voting commenced on 13th September, 2015 and ended on 17th September, 2015. CS Debasis Dixit, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a Poll on all the nine Resolutions to be passed at the Meeting. Thereafter, all the nine resolutions were proposed and seconded.

Thereafter, the Chairman ordered for a poll to be taken at the meeting physically. CS Debasis Dixit, Practicing Company Secretary, and Mr. Atul Mittal, Member, distributed the ballot papers to all the members present in the meeting. Then, the members present casted their vote and drop their respective ballot papers in a box meant for the same. The Chairman announced that the combined results of e- voting and the electronic poll will be put on the Company's Website.


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The Resolution passed by the Members, briefly, related to:

ORDINARY BUSINESSSES:

1. To Adoption of
 - (c) the audited statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Director and Auditors thereon; and
 - (d) the audited consolidated financial Statements of the Company for the financial year ended March 31, 2015 (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares (Ordinary Resolution)
3. Appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) retiring by rotation (Ordinary Resolution)
4. Appointment of Auditors and Fixing their Remuneration (Ordinary Resolution)

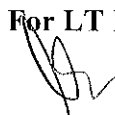
SPECIAL BUSINESSSES:

5. To Re-appoint Mr. Ashwani Kumar Arora (DIN:01574773) as Managing Director of the Company (Special Resolution).
6. To Re-appoint Mr. Surinder Kumar Arora (DIN:01574728) as Managing Director of the company (Special Resolution).
7. To Appoint Mrs. Renu Challu (DIN:00157204) as an Independent Director for 5 (five) consecutive years, upto the conclusion of the 30th Annual General Meeting of the Company(Ordinary Resolution).
8. To approve the related party transactions for the financial year 2015-16 (Special Resolution).
9. To ratify the resolution passed in the postal ballot result dated 30th March 2015 (Special Resolution).

The meeting was concluded with a vote of thanks to the Chair.

The Scrutinizer Report is attached for your reference and record.

For LT Foods Limited


Monika Chawla Jaggia

Company Secretary

Membership No. F5150

Address: 4th Floor, MVL-I Park, Sector-15, Gurgaon-122001



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VOTING RESULTS PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT

Details of Voting Results

Date of the AGM/EGM	18 th September, 2014
Total Number of Shareholders on cut-off date (i.e. 11 th September 2015 – Cutoff date for e- voting purpose)	14,309 (Fourteen Thousand Three Hundred and Nine only.)
No. of Shareholders present in the meeting either in person or through proxy & voted electronically:	Voted Electronically-18 Voted Physically-114
1. Promoters and promoter Group:	1 (One)
2. Public:	131 (One Hundred Thirty One Only)
No. of Shareholders attended the meeting through Video Conferencing	
1. Promoters and Promoter Group:	Nil
2. Public:	Nil

Agenda –Wise

In Case of Poll/Postal ballot/E-voting:

The Mode of voting for all resolution was E-voting and Poll (electronically) conducted at the Meeting.

Resolution 1: Adoption of the Annual Accounts for the year ended 31st March 2015 of your Company and Report of the Directors and Auditors (Ordinary Resolution)

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	17914173	3098413	17.30 %	3098413	Nil	100%	Nil
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public-	4696839	48217	1.03%	48217	Nil	100%	Nil

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No. of Shareholders attended the meeting through Video Conferencing 1. Promoters and Promoter Group: 2. Public:	 Nil Nil

Agenda –Wise

In Case of Poll/Postal ballot/E-voting:

The Mode of voting for all resolution was E-voting and Poll (electronically) conducted at the Meeting.

Resolution 1: Adoption of the Annual Accounts for the year ended 31st March 2015 of your Company and Report of the Directors and Auditors (Ordinary Resolution)

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	17914173	3098413	17.30 %	3098413	Nil	100%	Nil
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public-	4696839	48217	1.03%	48217	Nil	100%	Nil

others							
Total	26453582	6981645	26.39%	6981645	Nil	100%	Nil

Resolution 2: Declaration of Dividend on Equity Share (Ordinary Resolution)

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	17914173	3098413	17.30 %	3098413	Nil	100%	Nil
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public- others	4696839	48217	1.03%	48217	Nil	100%	Nil
Total	26453582	6981645	26.39%	6981645	Nil	100%	Nil

Resolution 3: Appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as a Director of the Company who retires by rotation and is eligible for re-appointment (Ordinary Resolution)

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	Not participated in voting						
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public- others	4696839	48205	1.03%	48205	Nil	100%	Nil
Total	8539409	3883220	45.47	3883220	Nil	100%	Nil

Resolution 4: Appointment of Auditor and fixing their remuneration (Ordinary Resolution)

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	17914173	3098413	17.30 %	3098413	Nil	100%	Nil
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public-others	4696839	48207	1.03%	48207	Nil	100%	Nil
Total	26453582	6981635	26.39%	6981635	Nil	100%	Nil

Resolution 5: To Re-appoint Mr. Ashwani Kumar Arora (DIN: 01574773) as Managing Director of the Company (Special Resolution).

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	Not participated in voting						
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public-others	4696839	48217	1.03%	48205	12	99.98%	0.02%
Total	8539409	3883232	45.47%	3883220	12	99.99%	0.01%

Resolution 6: To Re-appoint Mr. Surinder Kumar Arora (DIN: 01574728) as Managing Director of the Company (Special Resolution).

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	Not participated in voting						
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public-others	4696839	48217	1.03%	48205	12	99.98%	0.02%
Total	8539409	3883232	45.47%	3883220	12	99.99%	0.01%

Resolution 7: To Re-Appoint of Mrs. Renu Challu (DIN: 00157294) as Independent Director for 5 (five) Consecutive years, upto the conclusion of the 30th Annual General Meeting of the Company (Ordinary Resolution).

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	17914173	3098413	17.30	3098413	Nil	100%	Nil
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public- others	4696839	48217	1.03%	48205	12	99.98%	0.02%
Total	26453582	6981645	26.39%	6981633	12	99.99%	0.01%

Resolution 8: To Approve the Related Party Transactions for the financial year 2015-16 (Special Resolution).

Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote 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	Not participated in voting						
Public institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public- others	4696839	48217	1.03%	47805	412	99.15%	0.85%
Total	8539409	3883232	45.47%	3882820	412	99.99%	0.01%

Resolution 9: To ratify the resolution passed in the Postal Ballot Result dated 30th March 2015 (Special resolution).

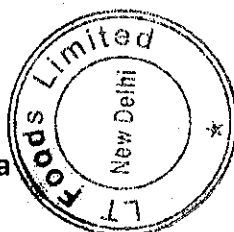
Promoter/ Public	No. of share held	No. of Votes Polled (valid)	% of Voters Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

Promoter and promoter group	Not participated in voting						
Public Institutional holders	3842570	3835015	99.80%	3835015	Nil	100%	Nil
Public-others	4696839	48217	1.03%	47805	412	99.15%	0.85%
Total	8539409	3883232	45.47%	3882820	412	99.99%	0.01%

Note: All the aforesaid resolutions were passed with requisite majority.

For on behalf of
L T Foods Limited


Ashwani Kumar Arora
Managing Director
DIN 01574773



Address: 4th Floor, MVL-I Park, Sector-15, Gurgaon-122001