



LT Foods Ltd.

LT Foods Limited

Regd. Office:-Unit No. 134, 1st Floor, Rectangle-1, Saket District Centre, New Delhi-110017

CIN-L74899DL1990PLC041790, Website:-www.ltgroup.in

Telefax:- +91-124-3055199, Email:-ir@ltgroup.in

Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and/ or the Companies Act, 1956)

To
The Members
LT Foods Limited

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (herein after referred to as "the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolution attached below are **proposed to be passed through postal ballot process.**

The explanatory statement pursuant to Section 102 of the Act, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

Further, the Company in compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35 B of the Listing Agreement, is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means i.e through e-voting process facilitated by National Securities Depository Limited (NSDL).

The Board vide its Resolution passed on 10.11.2014 appointed CS Debasis Dixit, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in accordance with law and in a fair and transparent manner.

The e-voting period commences on 27.02.2015 (09.00 am) and ends on 28.03.2015 (06.00 pm).

However, those members, who do not wish to exercise their voting through e-voting facility can send, their assent or dissent in writing on the postal ballot form, attached herewith.

Members are requested to carefully read the instructions printed on the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (06.00 p.m.) on 21st day of March, 2015. Please note that any postal ballot form(s) received after the said date will be treated as not having been received.

The Scrutinizer will be submitting his report to the Chairman & Managing Director or in his absence, any person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results will be announced by the Chairman & Managing Director of the Company or in his absence, any person authorised by him, on the 30th March, 2015 at 03:00 p.m. at the corporate office of the company. The results of the Postal Ballot will also be displayed at the registered office and posted on the Company's website www.ltgroup.in & NSDL e-voting website www.evoting.nsdl.com besides communicating to the Stock Exchanges where the Company's shares are listed.

The resolution, if approved, will be taken as passed effectively on the date of declaration of result.

Item No. 1

The members are requested to consider and if thought fit, to pass the following Resolution as Special Resolution:

To authorize the Board of Directors to Invest, to give loan or provide security in excess of the prescribed limit and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and other necessary approvals, if any and to the extent required, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include person(s) authorized and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make investment(s) and / or give loan(s) and / or short-term credit(s) and / or secured loan(s) and / or give guarantee(s) and / or provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any of the Company's subsidiary companies or to any other body corporate as the Directors may severally deem fit not exceeding the limits permitted under the Companies Act or Rs. 800 Crores (Rupees Eight Hundred Crores Only), whichever is higher, unless otherwise resolved."

"RESOLVED FURTHER THAT, the Board and such other authorized representative(s) of the Company, who may be authorized by the Board from time to time, be and is hereby severally authorised to do all such acts, deeds and things including but not limiting to deciding the entity(ies) in which the investment(s) be made and / or loan(s) extended and / or guarantee(s) and / or security(ies) be provided, whether listed in the explanatory statement or not, the amount of investment(s) to be made and / or loan(s) to be extended and / or guarantee(s) and / or security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other terms for extending loan(s) / making of investment(s) / providing of guarantee(s) / providing of security(ies), as the case may be, vary the amount and manner of investments / loans / guarantees / security(ies) within the overall limits either as stated against respective subsidiary/associate in the explanatory statement and / or contrary to what has been stated against respective subsidiary/associate company in the explanatory statement, and such other terms and conditions and for the purpose to sign agreements, deeds, documents, forms, indemnities, registers and such other papers as may be necessary, desirable and expedient."

Item No.-2

The members are requested to consider and if thought fit, to pass the following Resolution as Special Resolution:

To approve the Related Party Transactions and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as a Special 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 Clause-49 of the Listing Agreement 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 transaction 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).

(Rs. In Lacs)

Name of the Related Party	Nature of Transaction and Maximum amount	Amount	Nature of Relationship
Daawat Foods Limited	(i) Purchase of rice (ii) Purchase of other items (iii) Sale of rice (iv) Sale of other items (v) Sale of fixed assets (vi) Rent paid (vii) Corporate Guarantee	Rs. 11, 615 Rs. 2,150 Rs. 8,223 Rs. 100 Rs. 100 Rs. 53 Rs. 50,000	Subsidiary Company
Nature Bio-Foods Limited	(i) Purchase of rice (ii) Purchase of other items (iii) Sale of Rice (iv) Sale of other items (v) Rent Received (vi) Processing charges received (vii) Other expenses/ Rebate & Discount (vii) Corporate Guarantee	Rs. 601 Rs. 1 Rs. 1,300 Rs. 10 Rs. 10 Rs. 740 Rs. 50 Rs. 11,526	Wholly Owned Subsidiary Company
SDC Foods India Limited	(i) Purchase of rice (ii) Purchase of other items (iii) Sale of rice (iv) Sale of other items	Rs. 1,708 Rs. 10 Rs. 324 Rs. 10	Subsidiary Company
Kusha, Inc	(i) Sale of rice (ii) Sale of other item (iii) Other expenses/ Rebate & Discount (iv) Corporate Guarantee	Rs. 17,541 Rs. 30 Rs. 150 Rs. 3,150	Fellow Subsidiary Company
LT Foods Middle East DMCC	(i) Sale of rice (ii) Other expenses (iii) Corporate Guarantee	Rs. 8,220 Rs. 100 Rs. 3,150	Fellow Subsidiary Company
Raghunath Agro Industries	(i) Purchase of rice (ii) Purchase of other items (iii) Sale of rice (iv) Sale of other item (v) Corporate Guarantee	Rs. 5,700 Rs. 10 Rs. 9,560 Rs. 70 Rs. 11,460	Partnership Firm
Raghuvesh Agri-foods Private Limited	(I) Investment	Rs. 160lacs	Associate Company
Raghuvesh Warehousing Private Limited	(I) Investment	Rs. 160lacs	Associate Company

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 Company Secretary of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transaction 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."

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, Gurgaon, Haryana-122 001

Date: 10/11/2014
Place: Gurgaon

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act & Rule 22 of Companies (Management & Administration) Rules, 2014, setting out material facts is annexed hereto as **Annexure I**.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members / list of Beneficial Owners as on 13th February, 2015.
3. The Company has appointed CS Debasis Dixit, Practicing Company Secretary, New Delhi as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report and the results of the postal ballot will be declared on 30th March 2015. The results of the postal ballot will also be posted on the Company's website www.ltgroup.in besides communicating to the stock exchanges whereupon the shares of the Company are listed.
4. The Company is pleased to offer the option of e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating e-voting, to enable the Members to cast their votes electronically instead of physical mode. E-voting is optional for the Members. The Members, who do not wish to vote by electronic mode, can use the postal ballot form to register their assent or dissent within the time specified.
5. **E-VOTING INSTRUCTIONS**
Please refer to the separate sheet attached with the notice
6. Kindly note that the Shareholders can opt only one mode of voting, i.e. either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. **However, in case the Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.**
7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
9. 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. 13th February, 2015.
10. The e-voting period ends on the close of 28th March, 2015 (6.00 p.m.). The e-voting module shall also be disabled by NSDL for voting thereafter.
11. The Scrutinizer will submit his report to the Chairman & Managing Director or any Director or the Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the results of the Postal Ballot will be announced at the corporate office of the Company and also be displayed at the registered office of the company. The results of the Postal Ballot will also be posted on the Company's website www.ltgroup.in and communicated to the stock exchanges where the Company's shares are listed.
In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
12. As required by Rule 20(3)(v) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of Notice and Postal Ballot Form to the Shareholders will be published in at least one vernacular Newspaper in the Principal Vernacular language of the district in which the registered office of the company is situated and at least once in English language in English newspaper having a wide circulation in that district & also as per Clause 34(g) in a leading Mumbai Daily News Paper.
13. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement are open for inspection at the Registered Office of the Company between 2.00 p.m. and 5.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of announcement of the results of this Postal Ballot.

Annexure 1 to the Notice

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

Item No.1

In terms of Section 186 of the Companies Act, 2013, giving of any loans and / or giving of any guarantee and / or providing security in connection with a loan to any company exceeding sixty per cent of the Company's paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, would require prior approval by means of a special resolution passed at a general meeting of the Company.

Considering the fact that for ongoing business requirements, the Company would require to provide support to its subsidiaries in the form of investments or loans or guarantees or securities and which may exceed the limits prescribed under Section 186 of the Companies Act, 2013, it is felt desirable to obtain prior approval of the Shareholders for making investments and loans and providing guarantees and securities exceeding the prescribed limits to enable the Company to comply with Section 186 of the Companies Act, 2013.

The Company-wise Details:-

Company Name	Relationship with the Company, if any	Amount upto which Investments/Loans proposed to be provided (Rs. Lacs)
Daawat Foods Limited	Subsidiary	50,000
Nature Bio Foods Limited	Wholly Owned Subsidiary	11,526

LT Foods Middle East DMCC	Fellow Subsidiary	3,150
Kusha, Inc	Fellow Subsidiary	3,150
Raghuvesh Agri Foods Private Limited	Associate Company	160
Raghuvesh Warehousing Private Limited	Associate Company	160
Raghunath Agro Industries	Partnership Firm	11,460

The Board may vary the amount and manner of investments / loans / guarantees / securities within the overall limits and may also make investments / loans / guarantees / securities to such other subsidiaries, whether listed above or not, within overall limits or limits permitted under the Companies Act, whichever is higher.

The purpose for investment / loan / guarantee or security to any of the subsidiaries is to provide financial support for ongoing business requirements and / or to enable the subsidiaries to raise finance from lenders.

The Directors or Key Management Persons or their relatives may have concern or interest, financial or otherwise, in passing of the said resolution to the extent of their shareholding in the aforesaid companies.

Item No.2

Pursuant to provisions of Section 188(1) of the Companies Act 2013 that govern the Related Party Transactions require a Company to obtain prior approval of shareholders by way of a Special Resolution.

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

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	Subsidiary Company
Nature Bio-Foods Limited	Vijay Kumar Arora Ashwani Kumar Arora Ashok Kumar Arora	Wholly Owned Subsidiary Company
LT International Limited	Vijay Kumar Arora	Subsidiary Company
Kusha, Inc	Vijay Kumar Arora Ashwani Kumar Arora	Fellow Subsidiary Company
LT Foods Middle East DMCC	Vijay Kumar Arora Ashwani Kumar Arora	Fellow Subsidiary Company
Raghunath Agro Industries	Vijay Kumar Arora & Ashwani Kumar Arora	Partnership Firm
Raghuvesh Agri-foods Private Limited	Vijay Kumar Arora	Associate Company
Raghuvesh Warehousing Private Limited	Vijay Kumar Arora	Associate Company

4. 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.
5. 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 10th November 2014 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.