



LT Foods 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 Email:-ir@ltgroup.in

Notice

Notice is hereby given that the 25th Annual General Meeting of the members of LT Foods Limited will be held on Friday, September 18, 2015 at 3.00 p.m. 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 financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.

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 appoint Auditors 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 of the Board of Directors, M/s. Walker, Chandok & Co. LLP and are hereby appointed as Statutory Auditors of the Company, to hold office as such from the conclusion of this Annual General Meeting to the conclusion of the fifth consecutive Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) 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 re-appoint Mr. Ashwani Kumar Arora (DIN: 01574773) as 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 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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), approval of the Company be and is hereby accorded for the re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as a Managing Director of the Company, for a period of 5 (five) years with effect from June 21, 2015, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ashwani Kumar Arora (DIN: 01574773), 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 in the event of loss or inadequacy of profits in any of the financial years during the tenure of Mr. Ashwani Kumar Arora, as a 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 payment of remuneration as aforesaid due to any reason, the Company subject to approval of the Central Government, do waive the recovery of remuneration paid to Mr. Ashwani Kumar Arora in terms of Section 197(10) of the Companies Act, 2013."

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To re-appoint Mr. Surinder Kumar Arora (DIN: 01574728) as a 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 196, 197 and 203 read with Schedule V and all

other applicable provisions of the Companies Act, 2013 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), approval of the Company be and is hereby accorded for the re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as a Managing Director of the Company, for a period of 5 (five) years with effect from June 21, 2015, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Surinder Kumar Arora (DIN: 01574728), 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, in the event of loss or inadequacy of profits in any of the financial years during the tenure of Mr. Surinder Kumar Arora, as a 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 payment of remuneration as aforesaid due to any reason, the Company subject to approval of the Central Government, do waive the recovery of remuneration paid to Mr. Surinder Kumar Arora in terms of Section 197(10) of the Companies Act, 2013."

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Mrs. Renu Challu as Independent Director 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Renu Challu (holding DIN 00157204.), whose was appointed as Additional Director of the Company on 10th November, 2014 and whose term of office expires on this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2020."

8. To approve the Related Party Transactions for the Financial Year 2015-16 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 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).

(₹ Crores)

Name of the Related Party	Nature of Transaction	Maximum amount	Nature of Relationship
Daawat Foods Limited	Sale, Purchase or supply of rice and other materials	275	Subsidiary Company
	Sale, Purchase of fixed assets / machinery spares	4	
	Corporate Guarantee	650	
Nature Bio-Foods Limited	Sale, Purchase of rice/ other items	18	Wholly owned Subsidiary Company
	Sale, Purchase of fixed assets/machinery spares	1	
	Leasing of property	0.5	
	Availing/rendering of any services	11	
	Corporate Guarantee	150	
Kusha, INC	Sale, Purchase of rice and other items	225	Fellow Subsidiary Company
LT Foods Middle East DMCC	Sale, Purchase of rice and other items	145	Fellow Subsidiary Company
	Corporate Guarantee	40	
Raghunath Agro Industries	Sale, Purchase of rice	242	Partnership Firm
	Corporate Guarantee	100	
	Sale, Purchase of fixed assets	1	

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."

9. To ratify the resolution passed in the Postal Ballot Result dated 30th March 2015 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 ratify the resolution passed earlier through the Postal Ballot Resolution dated 30th March 2015 in respect to the following related party transactions between Company and other related parties as mentioned below.

(₹ In Lacs)

Name of the Related Party	Nature of Transaction	Limit Approved by Shareholders of the Company for the FY 2014-15	Transaction made by the Company
Daawat Foods Limited	Sale of Rice	8223	8285.63
	Rent Paid	53	56.06
Nature Bio Foods Limited	Purchase of Other Items	1	1.10
Kusha Inc	Sale of Other Items	30	45.81
LT Foods Middle East DMCC	Sale of Rice	8220	9112
Ragnunath Agro Industries	Purchase of Rice	5700	5821

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: 12th August, 2015

Place: Gurgaon

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.

2. The instrument appointing the proxy 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 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.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. 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 at the space provided therein and surrender the Attendance slip- cum-Entry pass at the venue.
6. 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.
7. 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.

8. BOOK CLOSURE

The Company has notified closure of Register of Members and Share Transfer Books from Monday, September 14th, 2015 to Friday, September 18th, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

9. 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.

10. 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.
11. 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'.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. Electronic copy of the Annual Report for the financial period ended 31.03.15 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.
18. 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.
19. Members who have not casted their votes through remote e-voting, can exercise their voting rights at the meeting. The company will make necessary arrangement for voting through poll at the Annual General Meeting.

Annexure to the Notice

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

Item-5

Re-Appointment of Mr. Ashwani Kumar Arora as a Managing Director

The Board of Directors of the Company, at its meeting held on May 27, 2015 has, subject to the approval of members, re-appointed Mr. Ashwani Kumar Arora as Managing Director, for a period of 5 (five) years from the expiry of his present term, which expires on June 21, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the, re-appointment of and remuneration payable to, Mr. Ashwani Kumar Arora as a Managing Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ashwani Kumar Arora is as under:

(a) Salary, Perquisites and Allowances per annum:

₹ 6,50,000/- (Rupees Six Lacs Fifty Thousand only) per month.

(b) Other General Terms of Appointment:-

- i. The Managing Director will perform his respective duties as such with regard to all businesses of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- ii. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act with regard to the duties of directors.
- iii. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- iv. Mr. Ashwani Kumar Arora will treated as Rotational Director for the purpose of Section 152 of the Companies Act, 2013.

Mr. Ashwani Kumar Arora satisfies all the conditions set out in Part-I of Schedule V of the Act, as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ashwani Kumar Arora under Section 190 of the Act.

Brief Resume:-

Mr. Ashwani Kumar Arora, is the founder Director and promoter of the Company. He is a Commerce graduate and

has also attended Management Development Programme conducted by administrative Staff College, Hyderabad. His experience in different intricacies of the industry and his vision for development of the organization has benefitted the Company. He has been a promisingly Director of your Company since inception and his key area of experience are marketing and brand promotion.

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 setout 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 Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

Item-6

Re-Appointment of Mr. Surinder Kumar Arora as a Managing Director

The Board of Directors of the Company, at its meeting held on May 27, 2015 has, subject to the approval of members, re-appointed Mr. Surinder Kumar Arora as a Managing Director, for a period of 5 (five) years from the expiry of his present term, which expires on June 21, 2015, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the, re-appointment of and remuneration payable to, Mr. Surinder Kumar Arora as a Managing Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Surinder Kumar Arora is as under:

(a) Salary, Perquisites and Allowances per annum:

₹ 6,50,000/- (Rupees Six Lacs Fifty Thousand only) per month.

(b) Other General Terms of Appointment:-

- (i) The Managing Director will perform his respective duties as such with regard to all businesses of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act with regard to the duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

- (iv) Mr. Surinder Kumar Arora will be treated as Rotational Director for the purpose of Section 152 of the Companies Act, 2013.

Mr. Surinder Kumar Arora satisfies all the conditions set out in Part-I of Schedule V of the Act, as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Surinder Kumar Arora under Section 190 of the Act.

Brief Resume:

Mr. Surinder Kumar Arora, is the founder Director and promoter of the Company. He is a whole-time Director of the Company and matriculate, he joined the partnership firm (LCTR). His key result areas of responsibility are production and procurement.

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 consisting of family members and has been associated with the Company since inception. His key result areas of responsibility are production and procurement.

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 Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

Item 7

Appointment of Mrs. Renu Challu as Independent Director.

Mrs. Renu Challu was appointed as additional Director on 10th November, 2014 and her term of office expires on this Annual General Meeting.

It is proposed to appoint Mrs. Renu Challu as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 30th Annual General Meeting of the Company.

Mrs. Renu Challu is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Renu Challu for the office of Directors of the Company.

The Company has also received declaration from Mrs. Renu Challu that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mrs. Renu Challu fulfills the

conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement.

Brief Resume:

Mrs. Renu Challu is Certified Associate of The Indian Institute of Bankers. She joined State Bank of India as Probationary Officer in 1972. She held various assignments in State Bank Group. She has also served as Chief General Manager of Bhopal at State Bank of India Ltd. Mrs. Challu served as Deputy Managing Director and Chief Executive Officer at Discount & Finance House of India, Mumbai. She serves as an Independent Director of SMS Infrastructure Limited. She served as a Director of State Bank of Hyderabad Ltd., Dhanush Infotech Private Limited, Clearing Corporation of India Limited from January 2006 to October 28, 2006. She co-chaired 'The Centre for Rural Credit and Development Banking' in NIRD (National Institute of Rural Development). She chaired the Hyderabad Chapter of PRMIA (Professional Risk Managers' International Association).

Mrs. Renu Challu holds MA in Economics (Gold Medalist) from University of Lucknow. She has over 38 years of experience in investment banking and financial services. Her core expertise areas cover strategising, planning and achievement of goals in all areas of commercial banking: (corporate banking, international banking, retail banking).

Copy of the draft appointment letter for appointment of Mrs. Renu Challu as Independent Directors setting out the terms and conditions are available for inspection by members at the Corporate office of the Company.

None of the Directors except Mrs. Renu Challu is interested in the resolutions set out at Item Nos. 7 of the Notice.

The relatives of Mrs. Renu Challu may be deemed to be interested in the resolutions set out respectively at Item Nos. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board commends the Ordinary Resolutions set out at Item Nos. 7 of the Notice for approval by the shareholders.

Item 8

Approval of Material Related Party Transactions for the Financial Year 2015-16

Pursuant to provisions of Clause-49 of the Listing Agreement, the shareholders by way of a Special 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

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
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
Raghnunath Agro Industries	Vijay Kumar Arora Ashwani Kumar Arora Ashok Kumar Arora	Partnership Firm

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 12th August 2015 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 9

Ratification of all Material Related Party Transaction entered by the company during the financial year 2014-15.

The Shareholders through Postal Ballot resolution approves all the material related party transaction for the financial year 2014-15. However, in the following cases, the Company has transacted more than the approved amount. Hence the Board in their meeting held on 12th August, 2015 decided to seek shareholders approval as required under Clause-49 of the listing agreement and all other applicable provisions of Companies Act, 2013.

Name of the Related Party	Nature of Transaction	Limit Approved by Shareholders of the Company for the FY 2014-15	Transaction made by the Company
Daawat Foods Limited	Sale of Rice Rent Paid	8223 53	8285.63 56.06
Nature Bio Foods Limited	Purchase of Other Items	1	1.10
Kusha Inc	Sale of Other Item	30	45.81
LT Foods Middle East DMCC	Sale of Rice	8220	9112
Ragnunath Agro Industries	Purchase of Rice	5700	5821

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
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
Raghnunath Agro Industries	Vijay Kumar Arora Ashwani Kumar Arora Ashok Kumar Arora	Partnership Firm

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 12th August 2015 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.

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Details of Directors seeking appointment/ re-appointment at the Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Ashwani Kumar Arora	Surinder Kumar Arora	Renu Challu
Date of Birth	31.03.1965	21.12.1962	30.01.1952
Date of Appointment	22.06.2007	22.06.2007	10.11.2014
Qualification & Experience	He is a Senior Advocate in Sonapat, Haryana. He has experience 35 years in legal field he is on the panel of several Insurance Companies and he has represented and worked with several top corporate such as Pepsi foods, Escottel, Atlas cycle industries etc.	He is Managing Director of the Company. A matriculate who joined the partnership firm (LCTR) consisting of family members and has been associated with the Company since its inception. He has vast experience in procurement, production and plant operation.	Mrs. Renu Challu, M.A. (Economics, Associate IIB) served as President and Chief Operating Officer of SBI Capital Markets Limited since December 2004. Mrs. Challu served as the Chief Executive Officer and Managing Director of SBI DFHI Limited. Mrs. Challu served as Managing Director and Chief Executive Officer of State Bank of Hyderabad Ltd. until June 2008. She retired in January, 2012 as DMD - Corporate Strategy & New Businesses in SBI, Mumbai. She has over 38 years of professional experience in investment banking and financial services. Her Experience covers strategizing, planning and achievement of goals in all areas of commercial banking in SBI. She joined State Bank of India as Probationary Officer in 1972. She held various assignments in State Bank Group. She served as Chief General Manager of Bhopal at State Bank of India Ltd. Mrs. Challu served as Deputy Managing Director and Chief Executive Officer at Discount & Finance House of India, Mumbai
Directorship in other Companies	Daawat Foods Limited Nature Bio-Foods Limited Nature Bio-Fuel Private Limited LT Agri Services Private Limited Expo Services Private Limited Raghuvesh Holdings Private Limited Raghuvesh Power Projects Limited ASV Holdings Private Limited Blue Jay Properties Private Limited One World Realtech Private Limited	Nature Bio-Foods Limited LT International Limited Raghuvesh Foods & Infrastructure Limited Raghuvesh Holdings Private Limited Raghuvesh Power Projects Limited Surisa Group Holdings Private Limited Super Texfab Private Limited	SMS Infrastructure Limited Torrent Power Limited Reliance Life Insurance Company Limited NCC Limited Fullerton India Credit Company Limited Graphite India Limited Fag Bearings India Limited Minda Industries Limited Torrent Cables Limited

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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 Fifth Annual General Meeting of the Company held on Friday, the 18th September 2015 at 3.00 P.M. 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 DEMATERIALISED FORM BY THEM WITH DEPOSITORY PARTICIPANT (S).

* Applicable for investors holding shares in electronic form

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

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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) ofshares of the above named company, hereby appoint

1. Name : Address :

E-mail Id :

Signature :....., or failing him

2. Name : Address:

E-mail Id :

Signature:....., or failing him

3. 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 25th Annual general meeting of the company, to be held on the 18th day of September, 2015 At 3.00 p.m. at Air Force Auditorium, Subrato Park, Dhaura Kuan, New Delhi - 110010 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....
- 6.....
- 7.....
- 8.....
- 9.....

Affix

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

Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

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

