



LT Foods

LT FOODS INTERNATIONAL LTD.

Office No. 138, Knyvett House
The causeway Staines, Middlesex
TW18 3BA, United Kingdom
Ph: +44 1784 898036

Company Number : 10250873

To,
The Secretary
The National Stock Exchange of India
Exchange Plaza, 5th Floor, Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (E), Mumbai.

Dear Sir/ Madam

Scrip ID: Daawat

Sub: Outcome of Board Meeting held on 14th November, 2017

Commencement of Board meeting: 12.00pm

Conclusion of Board meeting: 05.30pm

Pursuant to provisions of Regulation 30, 33 and other applicable provisions, if any of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company, in its meeting held on 14th November, 2017, has inter alia, considered, adopted and approved as case may be of the following:

1. Approval of Unaudited Standalone & Consolidated Financial Results for the quarter and half year ended 30th September 2017.(Limited Review Report is attached herewith)
2. Outcome of Postal Ballot result declared today for shareholders' approval for increase in authorized share capital and raising of funds through various modes.

This is for your information and records.

Thanking You,

Yours truly,
For LT Foods Limited

Monika Chawla Jaggia
Monika Chawla Jaggia
Company Secretary
Membership No. F5150



www.ltgroup.in



Sl. No.	Particulars	CONSOLIDATED						STANDARDISE					
		Three months ended		Six months ended		Three months ended		Three months ended		Six months ended		Six months ended	
		September 30, 2017	June 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016	September 30, 2017	June 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Income												
	Revenue from operations	83,309.96	76,192.70	82,003.20	161,502.66	153,201.84	52,978.52	45,041.25	51,282.83	98,019.77	93,051.82	98,019.77	93,051.82
	Other income	157.70	946.75	1,593.69	1,104.45	2,240.72	(60.32)	371.72	1,087.24	311.40	1,307.99	311.40	1,307.99
2	Total income	83,467.66	77,139.45	83,596.89	162,607.11	155,442.56	52,918.20	45,412.97	52,370.07	98,331.17	94,359.81	98,331.17	94,359.81
3	Expenses												
	Cost of materials consumed	41,233.92	46,361.89	40,936.71	87,595.81	80,941.99	34,325.82	35,713.09	33,121.67	70,038.91	65,231.49	70,038.91	65,231.49
	Purchases of stock-in-trade	21,068.05	18,650.82	21,526.82	39,718.87	46,708.14	9,862.13	7,085.47	11,208.55	16,947.60	20,163.57	16,947.60	20,163.57
	Change in inventories of finished goods, work-in-progress and stock-in-trade	(1,500.89)	(13,043.03)	96.14	(14,543.92)	(15,173.12)	(814.37)	(8,425.93)	(2,876.58)	(9,240.30)	(11,032.55)	(9,240.30)	(11,032.55)
	Employee benefit expense	3,028.72	3,201.13	2,816.44	6,229.85	5,340.01	1,144.35	1,343.65	1,257.05	2,488.00	2,286.61	2,488.00	2,286.61
	Finance costs	3,400.48	3,745.43	3,629.97	7,145.91	7,515.83	1,987.21	2,222.54	2,494.05	4,209.75	4,903.52	4,209.75	4,903.52
	Depreciation and amortisation expense	909.82	1,199.44	1,343.85	2,109.26	2,738.45	448.61	420.60	631.38	869.21	1,230.37	869.21	1,230.37
	Other expenses	11,599.89	11,494.73	9,737.54	23,094.62	18,503.98	4,372.99	5,732.84	5,111.81	10,105.83	9,293.25	10,105.83	9,293.25
4	Total expenses	79,739.99	71,640.41	80,087.47	151,350.40	146,575.28	51,326.74	44,092.26	50,947.93	95,419.00	92,076.26	95,419.00	92,076.26
5	Total profit before exceptional items and tax	5,727.67	5,529.04	4,409.42	11,256.71	8,867.28	1,591.46	1,320.71	1,422.14	2,912.17	2,283.55	2,912.17	2,283.55
6	Share of profit / (loss) of associates and joint ventures accounted for using equity method	(153.29)	44.31	14.20	(108.98)	55.85							
7	Total profit before tax	5,574.38	5,573.35	4,423.62	11,147.73	8,923.13	1,591.46	1,320.71	1,422.14	2,912.17	2,283.55	2,912.17	2,283.55
8	Tax expense												
	Current tax	2,370.28	2,082.08	1,668.18	4,452.36	3,226.46	798.84	590.51	492.87	1,380.35	901.02	1,380.35	901.02
	Deferred tax	(436.53)	2.40	87.22	(433.93)	(128.71)	(256.77)	(138.96)	77.30	(395.73)	(902.77)	(395.73)	(902.77)
9	Total tax expenses	1,933.95	2,084.48	1,755.40	4,018.43	3,097.75	542.07	451.55	570.07	993.62	810.05	993.62	810.05
10	Total profit for period	3,640.43	3,488.87	2,668.22	7,129.30	5,825.38	1,049.39	869.16	852.07	1,918.55	1,473.50	1,918.55	1,473.50
11	Other comprehensive income net of taxes												
	Items that will be reclassified to profit and loss	(16.11)	7.96	(249.57)	(8.15)	62.90							
	Income tax relating to items that will be reclassified to profit and loss												
12	Total Comprehensive Income for the period	3,624.32	3,496.83	2,418.65	7,121.15	5,888.28	1,049.39	869.16	852.07	1,918.55	1,473.50	1,918.55	1,473.50
13	Total profit or loss, attributable to												
	Profit attributable to owners of parent	3,397.59	3,255.87	2,498.47	6,633.46	5,420.95	1,049.39	869.16	852.07	1,918.55	1,473.50	1,918.55	1,473.50
	Total profit attributable to non-controlling interests	242.84	233.00	169.75	475.84	404.43							
14	Total Comprehensive Income for the period attributable to												
	owners of parent	3,381.48	3,263.83	2,248.90	6,645.30	5,483.85	1,049.39	869.16	852.07	1,918.55	1,473.50	1,918.55	1,473.50
	Total comprehensive income for the period attributable to owners of parent non-controlling interests	242.84	233.00	169.75	475.84	404.43							
15	Details of equity share capital												
	Paid up equity share capital	2,667.45	2,667.45	2,666.32	2,667.45	2,666.32	2,667.45	2,667.45	2,666.32	2,667.45	2,666.32	2,667.45	2,666.32
	Face value of equity share capital	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00	1.00
16	Earnings per share												
	Basic earnings per share	1.36	1.31	1.00	2.67	2.18	0.39	0.33	0.32	0.72	0.55	0.72	0.55
	Diluted earnings per share	1.36	1.31	1.00	2.67	2.18	0.39	0.33	0.32	0.72	0.55	0.72	0.55

(Please refer to the Table except per share data)



1 In accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has opted to publish unaudited consolidated financial results. The standalone financial results of the Company, will however, be available on the website of BSE (www.bseindia.com) or/and NSE (www.nseindia.com) and on company's website (www.lfgroup.in).

2 The above unaudited financial results were reviewed by the Audit Committee and approved by the Board of Directors on November 14, 2017 and limited review of the same has been carried out by the statutory auditors of the company.

3 The Company adopted Indian Accounting Standards ("IND-AS") effective April 01, 2017 (transition date being April 01, 2016) and accordingly, the financial results for the period ended September 30, 2017 have been prepared in accordance with the recognition and measurement principles laid down in the IND-AS prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India. The IND-AS financial results and financial information for the period ended September 30, 2016 have been compiled by the management after making necessary adjustments to give a true and fair view of the results in accordance with IND-AS and shall be subject to adjustments from audit. This information has not been subject to any limited review or audit.

4 Reconciliation of Profit between IND-AS and Indian GAAP for the quarter ended September 30, 2016 is as follows:

Particulars	CONSOLIDATED		STANDALONE	
	Quarter ended September 30, 2016	Period ended September 30, 2016	Quarter ended September 30, 2016	Period ended September 30, 2016
Net Profit after Tax as per previous Indian GAAP	2,694.47	5,830.16	847.54	1,466.36
- Impact of Fair valuation of investments	3.65	6.26	3.64	6.25
- Impact of depreciation on leasehold land	(1.99)	(3.98)	-	-
- Impact of Share of associates	3.73	55.85	-	-
- Impact of Capital Grant	12.69	2.23	1.36	1.36
- Others	0.03	0.03	-	-
- Deferred tax impact on above adjustments	2.79	(5.02)	(0.47)	(0.47)
- Deferred tax adjustment on unrealised profit	(47.15)	(60.15)	-	-
Net Profit after Tax (before other comprehensive income) as per IND-AS	2,668.22	5,825.38	852.07	1,473.50
Other Comprehensive Income (net of tax)	(249.57)	62.90	-	-
Total Comprehensive Income	2,418.65	5,888.28	852.07	1,473.50

5 The Company is primarily engaged in the business of manufacturing, trading and marketing of rice which is a single primary reportable segment as per Indian accounting standard (IndAS) 108 "Operating Segment".

6 The Company on April 01, 2011 granted 648,339 options to employees specified in the Employee Stock Option Scheme of 2010. Pursuant to the accounting mandated in guidance issued by the Securities & Exchange Board of India, the Company has recorded an expense on the basis of fair valuation of the underlying options in the previous years. The Remuneration Committee on February 7, 2013 has approved additional options of 201,209 to the eligible employees of the Company. Further under the above Scheme, the Committee in the previous meetings have allotted 657,683 shares to the employees who have exercised their options. However, 253,474 options granted to the employees specified have been lapsed. The aforementioned shares are before share split. Appropriate modifications in the Employee Stock Option Scheme shall be made accordingly.

7 On June 7, 2014, a major fire occurred in one of the subsidiary company, Daxwat Foods Limited (DPL), resulting in loss of stock of raw material (including paddy, Barban, consumables and other items) having book value of ₹ 17,991.40 lacs. DPL has filed an insurance claim with the insurance company amounting to ₹ 18,971.02 lacs and had recognized insurance claim in the extent of net book value of ₹ 17,810.53 lacs in the books of account. The insurance company has repudiated the insurance claim vide its Order dated February 04, 2016. On the basis of claim assessment reports issued by the surveyors to the insurance company and obtained by the management of the Company under Right to Information Act (RTI), as matter of prudential a loss of ₹ 4,400.00 lacs had been recorded, against the claim amount recoverable from the insurance company. DPL has filed a civil suit against the repudiation of the insurance claim and on the basis of legal opinion and other available information, the management is confident of recovery of the said claim. The auditors of the Company had invited attention to the aforementioned issue as emphasis of matter in their audit report for year ended March 31, 2017 and quarter ended June 30, 2017 respectively.

Statement of assets and liabilities

Particulars	CONSOLIDATED		STANDALONE	
	As at September 30, 2017	Unaudited	As at September 30, 2017	Unaudited
ASSETS				
Non-current assets				
a) Property, Plant and Equipment	27,846.36		15,382.90	
b) Capital work in progress	11,325.38		2,242.53	
c) Investment Property	319.19		-	
d) Goodwill	2,375.59		-	
e) Other Intangible assets	7,403.99		352.45	
f) Financial Assets				
i) Investments	1,073.08		6,599.90	
ii) Loans	671.48		325.50	
iii) Other financial asset	13,492.46		48.21	
g) Deferred tax asset	1,679.23		-	
h) Non current tax asset	2,307.37		1,965.96	
i) Other non current assets	275.41		2.23	
	68,719.54		26,919.68	



Particulars	CONSOLIDATED As at September 30, 2017 Unaudited	STANDALONE As at September 30, 2017 Unaudited
Current assets		
a) Investments	129,766.86	60,245.22
b) Financial Assets		
i) Trade receivables	49,314.30	34,255.26
ii) Cash and cash equivalents	4,784.02	683.42
iii) Other bank balances	1,173.12	578.91
iv) Loans	1,090.15	366.58
v) Other financial assets	1,104.25	211.88
c) Other current assets	13,937.57	6,027.56
	201,110.27	102,348.83
	269,829.81	129,268.51
EQUITY AND LIABILITIES		
Equity		
a) Equity Share Capital	2,667.45	2,667.45
b) Other Equity		
i) Retained Earnings	58,632.85	27,695.62
ii) Other Reserves	11,128.33	7,390.62
c) Minority Interest	4,991.24	-
	77,419.87	37,753.69
Non-current liabilities		
a) Financial liabilities		
i) Borrowings	9,209.41	30.43
ii) Other Financial Liabilities	16.73	9.78
b) Long-term provisions	325.90	167.51
c) Other non-current liabilities	252.68	157.14
d) Deferred tax liabilities	183.65	183.65
	9,988.37	548.31
Current liabilities		
a) Financial liabilities		
i) Borrowings	134,174.43	72,777.89
ii) Trade payables	23,368.13	10,041.39
iii) Other financial liabilities	14,870.04	4,634.02
b) Other current liabilities	3,684.34	2,074.22
c) Short term provisions	52.59	30.13
d) Current tax liabilities	6,272.04	1,408.66
	182,421.57	90,966.31
	269,829.81	129,268.51

9 Previous period figures have been regrouped, recast and rearranged wherever necessary.

Place: Gurgaon
Date : November 14, 2017



For and on the behalf of the Board of Directors

 Atish Kumar Arora
 Managing Director
 DIN No. 01574773



SIGNED FOR
IDENTIFICATION
PURPOSE ONLY

Walker Chandiook & Co LLP

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Independent Auditor's Review Report on Standalone Quarterly Financial Results and Year to Date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of LT Foods Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results ("Statement") of LT Foods Limited ("the Company") for the quarter ended 30 September 2017 and the year to date results for the period 1 April 2017 to 30 September 2017, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the corresponding quarter ended 30 September 2016 and year to date results for the period 1 April 2016 to 30 September 2016, including the reconciliation of net profit under Ind AS of the corresponding quarter and year to date results with net profit reported under previous GAAP, as included in the Statement have been approved by the Board of Directors but have not been subject to limited review or audit. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 and SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016, and other recognised accounting practices and policies has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No: 001076N/N500013

Neeraj

per Neeraj Goel

Partner

Membership No. 99514



Place: Gurgaon

Date: 14 November 2017

Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

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Independent Auditor's Review Report on Consolidated Quarterly Financial Results and Year to Date Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of LT Foods Limited

1. We have reviewed the accompanying statement of unaudited consolidated financial results ("Statement") of LT Foods Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), its associates and joint ventures (Refer Annexure 1 for the list of subsidiaries, associates and joint ventures included in the Statement) for the quarter ended 30 September 2017 and the year to date results for the period 1 April 2017 to 30 September 2017, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to the fact that the figures for the corresponding quarter ended 30 September 2016 and year to date results for the period 1 April 2016 to 30 September 2016, including the reconciliation of net profit under Indian Accounting Standards (Ind AS) of the corresponding quarter and year to date results with net profit reported under previous GAAP, as included in the Statement have been approved by the Board of Directors but have not been subject to limited review or audit. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity, issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above and upon consideration of the review reports of the other auditors, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 and SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016, and other recognised accounting practices and policies has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. We draw attention to Note 7 in the Statement which describes the uncertainty related to estimates and assumptions used by management based on legal opinion and other developments with respect to its assessment of recovery of the insurance claim in the books of the subsidiary - Daawat Foods Limited (DFL) at ₹ 13,410.53 lacs (net). The claim has been repudiated by the insurance company vide its letter dated 4 February 2016. DFL has filed a civil suit against the repudiation of the insurance claim. Our opinion is not modified in respect of this matter.



Walker Chandiok & Co LLP

Independent Auditor's Review Report on Consolidated Quarterly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Cont'd)

5. We did not review the financial results of 17 subsidiaries included in the Statement whose financial results reflect total revenues of ₹ 42,986.84 (net of eliminations ₹ 35,616.20 lacs) and ₹ 85,021.07 (net of eliminations ₹ 72,100.31 lacs) for the quarter and six months ended 30 September 2017 respectively and net profit (including other comprehensive income) of ₹ 2,046.71 and ₹ 3,456.83 for the quarter and six months ended 30 September 2017 respectively, total assets of ₹ 83,886.01 (net of eliminations ₹ 75,551.94 lacs) as at 30 September 2017 and net assets ₹ 30,014.77 as at 30 September 2017. The Statement also includes the Group's share of net loss (including other comprehensive income) of ₹ 153.29 and ₹ 108.98 for the quarter and six months ended 30 September 2017 respectively as considered in the Statement, in respect of 3 associates and 2 joint ventures, whose financial results have not been reviewed by us. These financial results have been reviewed by other auditors whose review reports have been furnished to us by the management and our report in respect thereof is based solely on the review reports of such other auditors.

Further, of these subsidiaries, associates and joint ventures, 6 subsidiaries are located outside India whose financial results have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial results of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Company's management. Our report in so far as it relates to the financial results of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and reviewed by us.

6. We did not review the financial results of 2 subsidiaries, whose financial results reflect total revenues of ₹ 19,221.97 lacs (net of eliminations ₹ 3,699.62 lacs) and ₹ 27,268.91 lacs (net of eliminations ₹ 6,559.26 lacs) for the quarter and six months ended 30 September 2017 respectively and net (loss)/profit (including other comprehensive income) of ₹ (208.12) lacs and ₹ 125.64 lacs for the quarter and six months ended 30 September 2017 respectively, total assets of ₹ 21,038.59 as at 30 September 2017 and net assets ₹ 3,626.20 as at 30 September 2017. These financial results are unaudited and have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016, in so far as it relates to the aforesaid subsidiaries, are based solely on such unaudited financial results. In our opinion and according to the information and explanations given to us by the management, these financial results are not material to the Group.

Our review report is not modified in respect of these matters.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No: 001076N/N500013

Neeraj Goel

per Neeraj Goel
Partner
Membership No. 99514



Place: Gurgaon
Date: 14 November 2017

Walker Chandiook & Co LLP

Independent Auditor's Review Report on Consolidated Quarterly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Cont'd)

Annexure 1

List of entities included in the Statement

List of subsidiaries:

Daawat Foods Limited, LT Overseas North America Inc, LT Foods America Inc, LT Foods USA LLC, Universal Traders Inc, Raghunath Agro Industries Private Limited, Nature Bio Foods Limited, Sona Global Limited, LT Foods Middle East DMCC, LT Agri Services Private Limited, LT International Limited, Raghuvesh Foods and Infrastructure Limited, SDC Foods India Limited, Expo Services Private Limited, Raghuvesh Power Projects Limited, Fresco fruits N nuts Private Limited, LT Foods International Limited, LT Foods Europe B.V. and Deva Singh Shyam Singh Private Limited;

List of associates:

Raghuvesh Warehousing Private Limited, Raghuvesh Agri Foods Private Limited, Raghuvesh Infrastructure Private Limited; and

Jointly controlled entity:

Genoa Rice Mills Private Limited and Daawat Kameda India Private Limited.





Report of Scrutinizer(s)(Consolidated)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(4)(xii) of the Companies(Management and Administration) Rules, 2014]

To
The Chairman
M/s LT Foods Limited

Subject: Consolidated scrutinizer's Report on remote e-voting & voting through physical ballot paper

Dear Sir,

The Board of Directors of LT Foods Limited ("the Company") issued the postal ballot notice dated 3rd October 2017 (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") or physical postal ballots; 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 appointed as Scrutinizer(s) by the board of directors of M/s 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 use of ballot paper and 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:

1. Increase in Authorise Capital of the Company- Proposed as Ordinary Resolution
2. Raising of Funds through issue of equity shares-Proposed as Special Resolution
3. Investments by Foreign Portfolio Investors including their sub-accounts in the equity shares of the Company-Proposed as Special Resolution

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) and voting by use of ballot paper 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 both through electronic means and by use of postal ballot are conducted in fair and transparent manner and render consolidated 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

D DIXIT & ASSOCIATES
COMPANY SECRETARIES

Regd. Office : H-2/206, Apra North Ex Plaza, Netaji Subhash Place, New Delhi-110034



electronic voting system provided by National Securities Depository Limited (NSDL) and on the basis of postal ballot received by us.

As per Companies (Management and Administration) Rules, 2014 as amended upto date, the remote e-voting opened from 13th October, 2017 at 09:00 AM and remained opened up to 11th November, 2017 at 05:00 P.M. and all physical postal ballot forms received till 11th November 2017 05:00 P.M. being the last date of receipt of postal ballot forms; were considered for my scrutiny. We have not received any postal ballot forms after 05:00 P.M. on Saturday November 11th 2017.

The Equity Shareholders holding shares as on 7th October 2017, "cut-off date", were entitled to vote on the Resolutions stated in the notice of Postal Ballot of the Company.

As per Management Representation, the postal ballot notice along with the postal forms was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company has completed dispatched postal ballot forms and postage prepaid self addressed business reply envelopes on 12th October, 2017.

After the closure of Voting period on 11th November 2017 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>), and Postal Ballot papers received were, sorted, signatures verified and were scrutinized and initialled by the scrutinizer. The Postal Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents (R&TA) of the Company and the authorizations lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of Postal Ballot papers. There was no person who has voted both in e-voting as well as Postal Ballot Paper for the same shares held. However, some shareholders holding shares in different Demat account have voted both e-voting as well as Postal ballot for different demat accounts.

We have not received any postal ballot papers, which were incomplete and/or which were otherwise found defective.

The total votes cast in favour or against all the resolutions proposed in the Notice of Postal Ballot are as under:

RESOLUTION NO. 1 Increase in Authorise Capital 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	186	90370113	73.50
Voting by Postal Ballot	17	32574860	26.49
Total	203	122944973	99.99



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	5	12267	0.01
Voting by Postal Ballot	Nil	-	-
Total	5	12267	0.01

Invalid votes:

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

RESOLUTION 2: Raising of Funds through issue of equity shares

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	180	89648442	72.91
Voting by Postal Ballot	17	32574860	26.50
Total	197	122223302	99.41

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	11	733938	0.59
Voting by Postal Ballot	Nil	-	-
Total	11	733938	0.59

Invalid votes:

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

RESOLUTION 3: Investments by Foreign Portfolio Investors including their sub-accounts in the equity shares 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	187	90381274	73.50
Voting by Postal	17	32574860	26.49



Ballot			
Total	204	122956134	99.99

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	6	1521	0.01
Voting by Postal Ballot	Nil	Nil	
Total	6	1521	0.01

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 and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you.

Yours faithfully

ForD Dixit & Associates
Company Secretaries

Debasis
Debasis Dixit
M.No-F-7218, CP No-7871
Place: Delhi
Dated: 14th November, 2017



Details of Voting Results

Date of the EGM/AGM		Not Applicable
Total Number of Shareholders on record date (i.e. October 07, 2017 – Cutoff date for e-voting purpose)		38993
No. of Shareholders present in the meeting either in person or through proxy & voted electronically:		(Thirty Eight Thousand Nine Hundred Ninety Three Only)
1. Promoters and promoter Group:		8 (Eight)
2. Public		200 (Two Hundred only)
No. of Shareholders attended the meeting through Video Conferencing		Not Applicable
1. Promoters and promoter Group:		
2. Public:		

Agenda –Wise Disclosure

Resolution 1: Increase in Authorized Capital of the Company

Resolution Required : (Ordinary/Special)		Ordinary						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes 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
Promoter and Promoter Group		(1)	(2)	(3)	(4)	(5)	(6)	(7)
	E-voting		65905100	36.79	65905100	Nil	100	Nil
	Poll (N.A.)	179144830	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		32573840	18.18	32573840	Nil	100	Nil
	Total	179144830	98478940	54.97	98478940	Nil	100	Nil
Public-Institutions	E-voting	9882887	6084941	61.57	6074937	10004	99.84	0.16
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		Nil	N.A.	N.A.	N.A.	N.A.	N.A.



	Total	9882887	6084941	61.57	6074937	10004	99.84	0.16
Public-Non Institutions	E-voting	77717063	18392339	23.66	18390076	2263	99.98	0.02
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1020	0.001	1020	0.001	100	Nil
	Total	77717063	18393359	23.67	18391096	2263	99.98	0.02
Total		266744780	122957240	46.10	122944973	12267	99.99	0.01

Resolution 2: Raising of Funds through issue of equity shares

Resolution Required : (Ordinary/Special)		Special						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes 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
Promoter and Promoter Group		(1)	(2)	(3)	(4)	(5)	(6)	(7)
	E-voting		65905100	36.79	65905100	Nil	100	Nil
	Poll (N.A.)	179144830	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		32573840	18.18	32573840	Nil	100	Nil
	Total	179144830	98478940	54.97	98478940	Nil	100	Nil
Public-Institutions	E-voting	9882887	6084941	61.57	5353254	731687	87.98	12.02
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		Nil	N.A.	N.A.	N.A.	N.A.	N.A.



	Total	9882887	6084941	61.57	5353254	731687	87.98	12.02
Public-Non Institutions	E-voting	77717063	18392339	23.66	18390088	2251	99.99	0.01
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1020	0.001	1020	0.001	100	Nil
	Total	77717063	18393359	23.67	18391108	2251	99.98	0.02
Total		266744780	122957240	46.10	122223302	733938	99.41	0.59

Resolution 3: Investments by Foreign Portfolio Investors including their sub-accounts in the equity shares of the Company

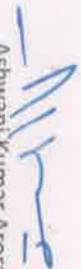
Resolution Required : (Ordinary/Special)		Special						
Whether Promoter/Promoter Group was interested in the Agenda/resolution		No						
Category	Mode of Voting	No. of share held	No. of Votes Poll	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Vote Against	% of Votes in Favour on Votes polled	% of votes against on votes polled
Promoter and Promoter Group		(1)	(2)	(3)	(4)	(5)	(6)	(7)
	E-voting		65905100	36.79	65905100	Nil	100	Nil
	Poll (N.A.)	179144830	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		32573840	18.18	32573840	Nil	100	Nil
	Total	179144830	98478940	54.97	98478940	Nil	100	Nil
Public-Institutions	E-voting	9882887	6084941	61.57	6084941	0	100	0
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		Nil	N.A.	N.A.	N.A.	N.A.	N.A.



	Total	9882887	6084941	61.57	6084941	0	100	0
Public-Non Institutions	E-voting	77717063	18392754	23.66	18391233	1521	99.99	0.01
	Poll (N.A.)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		1020	0.001	1020	0.001	100	Nil
	Total	77717063	18393774	23.67	18392253	1521	99.99	0.01
Total		266744780	122957655	46.09	122956134	1521	99.99	0.01

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

For on behalf of
LT Foods Limited


Ashwani Kumar Arora
Managing Director
DIN No. 01574773




Monika Chawla Jaggia
Company Secretary
Membership No. FS150



Date:- 14th November 2017
Place:- Gurugram