

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of the Members of the Company will be held on Thursday, the 30th day of September, 2010 at 3.00 P.M. at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016, to transact the following business(es):

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit & Loss Account for the year ending 31st March, 2010 together with the Director's & Auditors Report thereon.
2. To declare dividend on Equity Shares for the year ended March 31, 2010.
3. To appoint a Director in place of Mr. Jagdish Chandra Sharma, who retires by and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pramod Bhagat, who retires by and being eligible, offers himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration.

To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 224, 225, and other applicable provisions, if any of the Companies Act, 1956, M/s Walker, Chandio & Co. International Accountants & Business Advisers, New Delhi be appointed as Statutory Auditors of the Company for the year 2010-11, in place of the retiring auditors, M/s TU & Co, Chartered Accountants, New Delhi to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, plus service tax and such other tax(es), as may be applicable, and reimbursement of out of pocket expenses in connection with the audit of accounts of the Company for the year ending March 31, 2011."

SPECIAL BUSINESSES:

6. To consider and if thought fit to pass, with or without modification(s), the following resolution for appointment of Mr. Rajesh Srivastava as Director as an Ordinary Resolution:

"RESOLVED THAT Mr. Rajesh Kumar Srivastava a Nominee Director on behalf of India Agri Business Fund Limited and Real Trust, who was appointed as Additional Director of the Company by the Board of Directors in their meeting held on 9th November, 2009, under Section 260 of the Companies Act, 1956 and who holds office as such up to date of conclusion of this Annual General Meeting and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit amount from a member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Nominee Director of the Company, be and is hereby appointed as Nominee Director of the Company whose period of office shall not be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

7. To consider and if thought fit to pass, with or without modification(s), the following resolution for appointment of Ms. Radha Singh as Director as an Ordinary Resolution:

"RESOLVED THAT Ms. Radha Singh who was appointed as Additional Director of the Company by the Board of Directors in their meeting held on 29th January, 2010, under Section 260 of the Companies Act, 1956 and who holds office as such up to date of conclusion of this Annual General Meeting and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit amount from a member of the Company under Section 257 of the Companies Act, 1956 proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

8. To consider and if thought fit to pass, with or without modification(s), the following for appointment of Mr. Ashok Arora as Director as an Ordinary Resolution:

"RESOLVED THAT Mr. Ashok Kumar Arora who was appointed as Additional Director of the Company by the Board of Directors in their meeting held on 26th May, 2010, under Section 260 of the Companies Act, 1956 and who holds office as such up to date of conclusion of this Annual General Meeting and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit amount from a member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass with or without modification(s), following resolution for appointment of Mr. Ashok Arora as Joint Managing Director as an Ordinary Resolution:

"RESOLVED unanimously that pursuant to the provisions of the Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, and the approval of the Central Government (if required) to the appointment, and such other consent and approvals as may be required, be and is hereby accorded to the appointment of Mr. Ashok Arora, as Joint Managing Director of the Company for a period of five years with effect from 26th May, 2010, on a remuneration and other terms and conditions as set out hereunder :

- a. **Salary:** He shall be paid Salary on the scale between Rs. 5,00,000 – Rs. 6,50,000 per month subject to such increments as may be given by the board from time to time. The initial salary shall be Rs. 5,00,000/- p.m.
- b. **Benefits, perquisites and allowances:** In addition to salary, he will be entitled to:
 - i) Rent free accommodation to be provided by the Company.
 - ii) Leave travel assistance, medical facility reimbursement, medical insurance, personal accident insurance, club fees and such other perquisites/allowances in accordance with the rules of the Company or as may be decided by the Board or any committee thereof, from time to time, subject to applicable limits prescribed in law.

- iii) Company maintained car with driver for official use.
- iv) Telecommunication facility at residence.

Leave encashment, provident fund and gratuity in accordance with the rules of the Company.

"RESOLVED FURTHER THAT Mr. Ashok Kumar Arora shall be responsible for smooth functioning and administration of the Punjab Operations and Varpal Project, Amritsar of the Company. In addition he will possess such powers and perform such other acts, duties and functions as may be delegated by the Board of Directors from time to time subject to such limitation and conditions as may deem fit. He will be subject to the rules and regulations of the Company as are in force from time to time."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the financial years during the tenure of Mr. Ashok Kumar Arora, as Joint 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. Ashok Kumar Arora in terms of Section 309 (5B) of the Companies Act, 1956."

"RESOLVED FURTHER THAT Mr. Vijay Kumar Arora, Managing Director and Mr. Ashwani Kumar Arora, Joint Managing Director of the Company be and is hereby severally authorized to make, sign and execute all necessary documents, instruments, agreement as may be required in this regard with Mr. Ashok Kumar Arora which shall be executed under the common seal of the Company to be affixed in the presence of any one of Mr. Vijay Kumar Arora, Managing Director or Mr. Ashwani Kumar Arora, Joint Managing Director of the Company and Mrs. Monika Chawla Jaggia, Company Secretary of the Company, who will sign the same."

"RESOLVED FURTHER THAT Mr. Vijay Kumar Arora, Managing Director and Mrs. Monika Chawla Jaggia, Company Secretary be and is hereby severally authorized to do all such acts, things and deeds that may be required in this regard. "

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution to increase the scale of remuneration of Mr. Vijay Kumar Arora as an Ordinary Resolution :

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, 310 and provision of Schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification and enactment thereof) and subject such other approval, permission and sanction, if required, consent of the shareholders be and is hereby accorded to increase in remuneration of Mr. Vijay Kumar Arora, Managing Director, which shall be as follows:

(a) Salary

Salary shall be on a scale between Rs. 6,50,000 to Rs. 12,00,000 per month subject to such increments as may be given by the board from time o time.

The initial Salary shall be Rs. 6,50,000 per month.

(b) Benefits, perquisites and allowances:

In addition to salary he will be entitled to:

- i) Rent free accommodation to be provided by the Company.
- ii) Leave travel assistance, medical facility/reimbursement, medical, insurance, personal accident insurance, club fees and such other perquisites/ allowances in accordance with rules of the Company or may be decided by the Board or any committee thereof, from time to time, subject to applicable limit prescribed under law.
- iii) Company maintained car with driver for official use.
- iv) Telecommunication facilities at residence.

Leave encashment, provident fund and gratuity in accordance with rules of the Company.

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year, the Company shall pay him remuneration as specified above as minimum remuneration, subject to such approvals as may be required."

"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. Vijay Kumar Arora in terms of Section 309 (5B) of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized with consent of Mr. Vijay Kumar Arora, to verify/ modify/ increase/ alter the said remuneration from time to time during the tenure of the agreement as approved by the shareholders and to take such steps and do all other acts, deeds and things as may in its absolute discretion deem necessary, proper and desirable and to settle any question difficulty and doubt that may arise in this regard."

"RESOLVED FURTHER THAT Mr. Ashwani Kumar Arora and Mr. Surinder Arora Directors of the Company be and is hereby severally authorized to make, sign and execute all necessary documents, instruments, agreement as may be required in this regard with Mr. Vijay Kumar Arora which shall be executed under the common seal of the Company to be affixed in the presence of any one of Mr. Ashwani Arora or Mr. Surinder Arora Directors of the Company and Mrs. Monika Chawla Jaggia, Company Secretary of the Company, who will sign the same."

"RESOLVED FURTHER THAT Mr. Vijay Kumar Arora, Managing Director and Mrs. Monika Chawla Jaggia, Company Secretary be and is hereby severally authorized to do all such acts, things and deeds that may be required in this regard."

11. To consider and, if thought fit, to pass with or without modification(s), the following resolution to offer Equity Shares to the Employees of the Company under "LT Foods Employee Stock Option Plan – 2010" as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 81(1A), and other applicable provisions, if any, of the Companies Act, 1956("the Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") [including any statutory modification(s) or re-enactment of the Act or the ESOP guidelines for the time being in force], the Listing Agreement entered into with the Stock Exchanges, where the securities of the Company are listed or other relevant authority, from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee including Remuneration & Compensation Committee which the Board may constitute to exercise its powers including the powers, conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot at any time to or to the benefit of such persons who are in permanent employment of the Company, including Directors of the Company whether working in India or Abroad or otherwise, except the Promoter Directors under the **"LT Foods Employee Stock Option Plan – 2010"** (hereinafter referred to as the "ESOP Scheme, 2010"), such number of equity shares and/or equity linked instruments (including Option/Warrants), and/or Restricted Stock Units (RSU's) exercisable into equity shares, and/or any other instruments or securities (hereinafter collectively referred to as "Securities") which shall not exceed five percent of the issued equity shares of the Company as on the date of grant of option(s) convertible into equivalent number of Securities, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board/Committee."

"RESOLVED FURTHER THAT the said Securities may be granted/allotted directly to such Employees/Directors of the Company in accordance with the ESOP Scheme 2010 framed as tabled before the Board or ESOP Scheme 2010 framed through a trust which may be set by the Board/Committee of Directors of the Company in any permissible manner."

"RESOLVED FURTHER THAT the issue of Securities to any non-resident employee(s), non-resident Director(s) shall be subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard."

"RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company."

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines or any statutory modification, thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the ESOP Scheme 2010, on the stock exchanges where the Company's shares are listed as per the terms and conditions of the listing agreement entered into with the stock exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of the Securities under the ESOP Scheme 2010 or through trust, the Board/Committee be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect and make any modifications, changes, variations, alterations or revisions in the said ESOP Scheme 2010 or to suspend, withdraw or revive the ESOP Scheme 2010 from time to time as per the discretion of the Board/Committee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board/Committee to secure any further consent or approval of the shareholders of the Company".

12. To consider and, if thought fit, to pass with or without modification(s), the following resolution to offer Equity Shares to the Employees of the Subsidiary Company(ies) under "LT Foods Employee Stock Option Plan – 2010" as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 81(1A), and other applicable provisions, if any, of the Companies Act, 1956("the Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the ESOP Guidelines") [including any statutory modification(s) or re-enactment of the Act or the ESOP Guidelines for the time being in force], the Listing Agreement entered into with the Stock Exchanges, where the securities of the Company are listed or other relevant authority, from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Remuneration & Compensation Committee which the Board may constitute to exercise its powers including the powers, conferred this resolution) and subject to approval of shareholders of the Company, the Board be and is hereby authorized to create, offer, issue and allot at any time to or to the benefit of such persons who are in permanent employment of the Subsidiary Company(ies),

including Directors of the Subsidiary Company(ies) whether working in India or Abroad or otherwise, except the Promoter Directors under the "LT Foods Employee Stock Option Plan – 2010" (hereinafter referred to as the "ESOP Scheme, 2010"), such number of equity shares and/or equity linked instruments (including Option/Warrants), and/or Restricted Stock Units (RSU's) exercisable into equity shares, and/or any other instruments or securities (hereinafter collectively referred to as "Securities") (subject to the ceiling referred to in resolution for grant of option to the employees of the Company above) which shall not exceed five percent of the issued equity shares of the Company as on the date of grant of option(s) convertible into equivalent number of Securities, at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board/Committee.

"RESOLVED FURTHER THAT the said Securities may be granted/allotted directly to such employees/directors of the Company in accordance with the ESOP Scheme 2010 framed as tabled before the Board or ESOP Scheme 2010 framed through a trust which may be set by the Board/Committee of Directors of the Company in any permissible manner.

"RESOLVED FURTHER THAT the issue of Securities to any non-resident employee(s), non-resident Director(s) shall be subject to such approvals, permissions or consents as may be necessary from Reserve Bank of India or any other relevant authority in this regard.

"RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the existing equity shares of the Company.

"RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the ESOP Guidelines.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted upon exercise under the ESOP Scheme 2010, on the stock exchanges where the Company's shares are listed as per the terms and conditions of the listing agreement entered into with the stock exchanges and other applicable guidelines, rules and regulations.

"RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment or listing of the Securities under the ESOP Scheme 2010 or through trust, the Board/Committee be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect and make any modifications, changes, variations, alterations or revisions in the said ESOP Scheme 2010 or to suspend, withdraw or revive the ESOP Scheme 2010 from time to time as per the discretion of the Board/Committee and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any issues, questions, difficulties or doubts that may arise in this regard without requiring the Board/Committee to secure any further consent or approval of the shareholders of the Company".

**By Order of the Board of Directors
For LT FOODS LIMITED**

**Place : Gurgaon
Dated : 09.08.2010**

**(Ashwani Arora)
Joint Managing Director**

**Registered
office:
A-21, Green Park,
Main Aurobindo Marg,
New Delhi – 110016.**

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**
- 2. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.**
- 3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts concerning items 6 to 12 is annexed.**
- 4. The Register of Members and Share transfer Book shall remain closed from 25.09.2010 to 30.09.2010 (both days inclusive).
- 5. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
- 6. Members desirous of obtaining any information concerning the accounts and operation of the Company are required to send their queries to the Company at least seven days before the date of the meeting, so that the information required by the members may be made available at the meeting.

- 7. Members are requested to bring the copy of the Annual Report of the Company.
- 8. Members are requested to communicate the change of address, if any, quoting their respective folio nos./ DP and client ID nos. as the case may be.
- 9. M/s Bigshare Services Private Limited is the Registrar and Share Transfer Agent. All correspondences and queries should be addressed to them directly.
- 10. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by the attendance slip, which is annexed to the proxy form. Members are requested to sign at the place provided in the attendance slip and hand it over at the entrance of the meeting.
- 11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
- 12. Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges details in respect of Directors seeking appointment/reappointment at the Annual General Meeting pursuant to clause 49 of the listing agreement is annexed to the notice and forms part of the Annual Report.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Explanatory Statement for items No. 6 to 12 of the accompanying Notice set out herein above is as under:

Item No. 6:

Mr. Rajesh Kumar Srivastava was appointed as Nominee Director on behalf of Investors (India Agri Business Fund Limited & Real Trust) on the Board of the Company on 9th November, 2009 as per Articles 104, 60A of the Articles of Association of the Company and Section 260 of the Companies Act, 1956. Since Mr. Srivastava was appointed as an Additional Director on the Board of the Company, so, his tenure will cease on the forth coming Annual General Meeting and requires regularization. He is to be appointed as Director by the shareholders in this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director under provision of Section 257 of the Companies Act, 1956.

Your Directors, therefore, recommend the Ordinary Resolution at item No. 6 for your approval. Save and except Mr. Rajesh Kumar Srivastava, none of the Directors are concerned or interested in the resolution.

Item No. 7:

Ms. Radha Singh was appointed as Additional Director on the Board of the Company on 29th January 2009 as per Article 104 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956. She holds office upto the forthcoming Annual General Meeting. She is to be appointed as Director by the shareholders in the ensuing Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under provision of Section 257 of the Companies Act, 1956.

Your Directors, therefore, recommend the Ordinary Resolution at item No. 7 for your approval. Save and except Ms. Radha Singh, none of the Directors are concerned or interested in the resolution.

Item No. 8:

Mr. Ashok Kumar Arora was appointed as an Additional Director on the Board of the Company as per Article 104 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 vide Board Meeting dated 26th May 2010. Presently he is looking after Punjab unit covering all the areas i.e. production, distribution and packaging. He is also responsible for the smooth functioning of Varpal project, Amritsar

of the Company. He has been also associated with the subsidiary Companies. His services to the Company has added value to the Company. He is to be appointed as Director by the shareholders in this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing from member proposing his candidature for the office of Director under provision of Section 257 of the Companies Act, 1956.

None of the Directors other than Mr. Vijay Kumar Arora, Mr. Ashwani Arora, Mr. Surinder Arora, and Mr. Ashok Kumar Arora, Directors of the Company deemed to be concerned or interested in the resolution.

Item No. 9:

Mr. Ashok Kumar Arora was appointed as Joint Managing Director of the Company in the meeting of the Board of Directors on 26th May, 2010 for a period of five years with effect from 26th May 2010, subject to approval of shareholders on a remuneration and other terms and conditions as set out in the resolution.

He has wide experience in field of finance and Management. He has been associated with the subsidiaries for a considerable period of time. His appointment and remuneration requires approval of shareholders.

This may be treated as an abstract of the terms of draft resolution for his appointment, pursuant to Section 302 of the Companies Act, 1956.

Your Directors, therefore, recommend the resolution at item no. 9 for your approval as an ordinary resolution.

None of the Directors other than Mr. Vijay Kumar Arora, Mr. Ashwani Arora, Mr. Surinder Arora, and Mr. Ashok Kumar Arora, Directors of the Company deemed to be concerned or interested in the resolution.

Item No. 10:

Mr. Vijay Kumar Arora was re -appointed as Managing Director of the Company with the approval of the shareholders in the Annual General Meeting held on 24th September, 2009 for a period of five years on a pay scale of between Rs. 3,50,000 p.m. to Rs. 6,50,000 p.m.

Mr. Vijay Kumar Arora is the founder Director and promoter of the Company. His experience in different intricacies of the industry and his vision for development of the Organization has benefitted the Company. The Board of Directors on the recommendation of the Remuneration Committee to adequately compensate him for the

services rendered, in their meeting held on 26th May 2010 has approved to increase in the scale of remuneration of Mr. Vijay Kumar Arora between 6,50,000 – 12,00,000 p.m. on the terms and conditions as set out in the proposed resolution, subject to approval of the shareholders in this Annual General Meeting.

Your Directors, therefore, recommend the resolution at item no. 10 for your approval as an ordinary resolution.

None of the Directors other than Mr. Vijay Kumar Arora, Mr. Ashwani Arora, Mr. Surinder Arora, and Mr. Ashok Kumar Arora, Directors of the Company deemed to be concerned or interested in the resolution.

Item No. 11 & 12:

The Board has identified the need to reward the permanent employees of the Company including employees of the subsidiary Company(ies) and to enable them to participate in the growth and financial success of the Company. In view of the above, the Board has formulated a Scheme in accordance with ESOP Guidelines, 1999 to offer securities to the employees (including employees of the subsidiary Companies) under the “LT Foods Employee Stock Option Plan – 2010” (hereinafter referred to as the “ESOP Scheme, 2010”). The board has accordingly decided to seek approval of the shareholders of the Company.

Disclosure as per Regulation 6.2 of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 as amended:

S. No.	Particulars	Disclosure
1.	Total No. of options/shares/securities that could be issued under the scheme	Up to five percent (5%) of the aggregate of the number of issued equity shares of the Company
2.	Identification of classes of employees entitled to participate in the ESOP	All employees of the Company and subsidiary companies including Directors (including whole-time Director) of the Company and as may be decided by the Remuneration & Compensation committee constituted for this purpose
3.	Vesting, Requirement of Vesting & Maximum period of vesting	The vesting period and the schedule of vesting may be determined by the Compensation Committee at the time of grant in line with SEBI guidelines. The minimum vesting period will be one year from that date of grant. The maximum vesting period will be five years from the date of grant.
4.	Exercise Price or Pricing Formula	The exercise price shall be the fair market value or at a discount on the fair market value at the time of grant. The Compensation Committee shall determine the fair market value in line with SEBI guidelines and any other applicable guidelines.
5.	Exercise Period & Process of Exercise	The options will have a maximum exercise period or term of 8 (eight) years from the date of grant. Any options not exercised within this period shall lapse. Once vested, options can be exercised by employee, within the exercise period, by payment of the exercise amount at the grant price and any other applicable taxes (e.g., perquisite value tax etc)
6.	Appraisal process for determining the eligibility of employees for ESOP	Appraisal process for determining the eligibility of employees will be in accordance with the ESOP scheme 2010 or as may be determined by the Remuneration / Compensation Committee may determine
7.	Maximum No. of Options/Shares/ Securities to be issued per employee and in the aggregate	No employee shall be granted greater than 1% of the issued and subscribed equity capital of the Company. Such a grant to any employee can only be made by passing a special shareholder’s resolution.
8.	Disclosure & Accounting Policies	The Compensation Committee shall determine from time to time the valuation and accounting methodology for the options issued under this scheme. In case the Company calculates the employee compensation cost using the intrinsic value of the stock option, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Director’s Report and also the impact of this difference on profits and on EPS of the Company shall be disclosed in the Director’s Report.’

In terms of the provision of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 and the ESOP guidelines, 1999, approval of the shareholders is sought to issue the securities, pursuant to the securities granted under the ESOP Scheme 2010, not exceeding in aggregate, five percent of the number of issued equity share capital of the Company, from time to time, as on the dated(s) of grant of securities under ESOP Scheme 2010.

The Board recommend the resolution as set out in item no. 11 & 12 of the notice for your approval.

All the Directors except Mr. Vijay Kumar Arora, Mr. Ashwani Arora, Mr. Surinder Arora, and Mr. Ashok Kumar Arora may be deemed to be interested in the resolution to the extent of benefit they may derive under ESOP Scheme 2010.

Place : Gurgaon
Dated : 09.08.2010

By Order of the Board of Directors
(Ashwani Arora)
Joint Managing Director

Registered office:
A-21, Green Park, Main Aurobindo Marg,
New Delhi – 110016.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment at the Annual General Meeting
(in pursuance of clause 49 of the Listing Agreement)

Name of Director	Rajesh Srivastava	Radha Singh	Jagdish Chandra Sharma	Pramod Bhagat	Ashok Kumar Arora
Date of Birth	20.03.1957	24.11.1946	03.07.1944	16.10.1951	29.05.1959
Date of appointment	09.11.2009	29.01.2010	22.10.2008	17.02.2006	26.05.2010
Qualification & Experience	He is a highly qualified professional. He has vast experience and exposure. He has a strong International experience in food and Agri Business. He was the regional Head, Asia for Food and Agri Business for the period 2002 to 2007	She is an officer of the Indian Administrative Service, with 39 years of experience in the areas of rural and agricultural development, to be mentioned amongst other areas. Superannuated from Government service, she has been instrumental for formulation and implementation of Agricultural Policy, strengthening and building reliance in this sector through specific targeted initiatives.	He started his professional carrier in 1967 as a commissioned officer of the Indian Army and was awarded the 'Sena medal' in 1971 in Indo Pak war. He served the elite Indian Foreign service in 1972. He was the Director (protocol) for the 7th Non – aligned summit and the commonwealth Head of Government meeting in Delhi in 1983.	He is a senior advocate He has experience of 32 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 a Graduate in Arts and has more than 20 years of rich experience and exposure in rice Industry.

Shareholders may kindly note that no gifts/coupons will be distributed.



Regd. Office: A-21, Green Park, Aurobindo Marg, New Delhi 110 016

DP ID*	
Client ID*	

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).

Regd. Folio No. No. of Shares held

I/We hereby record my/our presence at the Twentieth Annual General Meeting of the Company held on **Thursday, the 30th September 2010 at 3.00 P.M.** at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016.

Name and Address of the Shareholder/Proxy :
(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

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.

Please cut here



Regd. Office: A-21, Green Park, Aurobindo Marg, New Delhi 110 016

DP ID*	
Client ID*	

PROXY FORM

Regd. Folio No. No. of Shares held

I/We ofbeing
a member/members of the above named Company, hereby appoint

of as my/our proxy or failing him
..... of or
failing him..... of

vote for me/us on my/our behalf at the Annual General Meeting of the Company held on **Thursday, the 30th September 2010 at 3.00 P.M.** at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016.

Signed this day of 2010

Signature

Affix
Revenue
Stamp of
Re. 1/-

Notes : (a) The Proxy Form should be signed across the stamp as per specimen signature registered with the Company.
(b) The Proxy Form duly completed must be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the time fixed for holding the aforesaid Meeting.
* Applicable for investors holding shares in electronic form

