

LT Foods Limited

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

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

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Notice

Notice is hereby given that the 31st Annual General Meeting of the members of LT Foods Limited will be held on Thursday, September 30, 2021 at 12 Noon through Audio Visual Mode, to transact the following businesses:

Ordinary Business

1. To consider and adopt:

(a) the audited standalone financial statements of the Company for the financial year ended March 31st, 2021, the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statements of the Company for the financial year ended March 31st, 2021 and Auditors Report thereon.

2. 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 offered himself for re-appointment.

Special Business

3. To appoint Mr. Ashok Kumar Arora (DIN: 02259429) as Managing Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section- 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to appoint Mr. Ashok Kumar Arora (Din:02259429) as the Managing Director of the Company for a term of five years commencing from 26/05/2021 as per the terms and conditions mutually agreed upon between the Company and Mr. Ashok Kumar Arora.”

“RESOLVED FURTHER THAT, till further decision in this regard, Mr. Ashok Kumar Arora will continue to be remunerated from Daawat Foods Limited, a

material subsidiary of LT Foods Limited wherein he holds position of a Managing Director.

4. To regularize appointment of Mrs. Ambika Sharma (DIN:08201798) as an 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mrs. Ambika Sharma (DIN:08201798) who was appointed as an Additional Director of the Company by the Board of Directors by passing circular resolution on 10th March 2021 be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years”.

“FURTHER RESOLVED THAT, Mr. Ashwani Kumar Arora, Managing Director and Mrs. Monika Chawla Jaggia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and to execute any documents to give effect to the appointment”.

5. To regularize appointment of Mr. Abhiram Seth (DIN: 00176144) as an 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mr. Abhiram Seth (DIN:00176144) who was appointed as an Additional Director of the Company by the Board of Directors by passing

circular resolution on 22nd July 2021 be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years”.

“**FURTHER RESOLVED THAT**, Mr. Ashwani Kumar Arora, Managing Director and Mrs. Monika Chawla Jaggia, Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and to execute any documents to give effect to the appointment”.

6. To regularize appointment of Mr. Anil Khandelwal (DIN:03473632) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mr. Anil Khandelwal (DIN:03473632) who was appointed as an Additional Director of the Company by the Board of Directors by passing circular resolution on 22nd July 2021 be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years”.

“**FURTHER RESOLVED THAT**, Mr. Ashwani Kumar Arora, Managing Director and Mrs. Monika Chawla Jaggia, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and to execute any documents to give effect to the appointment”.

7. To approve the material Related Party Transactions for the Financial Year 2021-22 and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary 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 the Board and its Powers) Rules, 2014 and in terms of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 following material related party 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).

Name of the Related Party	Nature of Transaction and Proposed Maximum amount	Nature of Relationship
Daawat Foods Limited	Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges income/ Expenses on Fleet lease/Reimbursement of Expenses received/ Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets- 63,040 lakhs	Subsidiary Company

Loan/Investment as referred above in the table means and includes loans, Investment and / or giving of any guarantee and / or providing security in connection with a loan.

“**RESOLVED FURTHER THAT** all Managing Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transactions 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

Place: Gurugram
Date: 30th July 2021

Notes:

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue was not required and annual general meeting (AGM) for the financial year 19-20 were held through video conferencing (VC) or other audio visual means (OAVM). The Ministry in continuation of these aforesaid circulars has clarified vide its general circular dated 13th January 2021 and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), to conduct AGM due to be held on or before to 31.12.2021, through AVM **Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.**
2. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations/LODR) and MCA Circulars, 31st AGM of the Company will be conducted through VC/OAVM.
3. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. **Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board or governing body's resolution/authorisation, etc., authorising their representative** to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to fcsdebasis@gmail.com.
5. The Board of Directors, at their meeting held on 30th July 2021, has decided that the special business set out in the AGM Notice, being considered unavoidable, be transacted at this AGM of the Company.

The Chairman shall be appointed in accordance with Section 104 of the Companies Act, 2013.
6. Brief details of the Directors, who are being appointed/reappointed as per requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations/LODR) & explanatory statement as required under Section 102 and Secretarial Standard 2 of Companies Act, 2013, are annexed hereto.
7. The facility of joining the AGM through VC/OAVM will be open 15 minutes before and will remain opened upto 15 minutes after the scheduled start time of the AGM, i.e., from 11.45A.M to 12.15 P.M. and will be available for 1,000 members on a first come first served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
8. Institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.
9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
11. In terms of Section-101 and 136 of the Act, read with the rules made thereunder, the Listed Companies may send the notice of AGM and the annual report, including financial statements, Boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular 2021 read with circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 date 12th May 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11, Notice of 31th AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY20-21 will also be available on the Company's website and also website of the stock exchanges i.e., BSE Limited at www.bseindia.

com and National Stock Exchange of India Limited at www.nseindia.com

12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Members are requested to register their email id and support the green initiative efforts of the Company.
13. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
14. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
15. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection physically and through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting and at the corporate office of the Company.
18. Members who would like to ask questions on the items of the businesses to be transacted at the meeting can send their questions in advance by emailing to ir@ltgroup.in mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. by Thursday, 23rd September, 2021. The queries may be raised precisely and in brief, to enable the Company to answer the same suitably depending on the availability of time at the meeting.
19. Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
20. In terms of Section 124(5) of the Act, dividend amount for financial year 2013-14 remaining unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of Section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends for Financial year 2013-14 onwards are requested to approach the Company/RTA for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
21. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
22. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, such person may obtain the user id and password from our RTA or by email request only to bssdelhi@bigshareonline.com.
23. Only those members/shareholders, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting at the AGM. However, members who have voted through remote e-voting may only attend the AGM.
24. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

25. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the process mentioned in the notice under Access to NSDL system. The link for VC/OAVM will be available in shareholder/members login where the Electronic Voting Event Number

The Instructions for Members for Remote E-Voting and Joining General Meeting are as under:-

The remote e-voting period begins on 27th September , 2021 at 9:00 A.M. and ends on 29th September , 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares

i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- | | |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |
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5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **FCSDEBASIS@GMAIL.COM** with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **ir @ltgroup.in**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). **ir @ltgroup.in** If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

Annexure to the Notice

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

Item-3:- To appoint Mr Ashok Kumar Arora (DIN: 02259429) as Managing Director of the Company

The Board of Directors proposes to appoint Mr. Ashok Kumar Arora, as Managing Director of the Company. The appointment shall be w.e.f 26th May, 2021 as per the requirement under Section 196, 197, 203 and schedule V of the Companies Act, 2013, read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof and in conformity with the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015(as amended from time to time).

Mr. Ashok Kumar Arora, one of the Promoters of the Company. He is bachelors in Arts from Guru Nanak Dev University and is having experience of more than 40 years in the industry. He is currently on the Board of Daawat Foods Limited (DFL), a Material Subsidiary of LT Foods Limited. He is drawing remuneration from DFL only. Therefore, no remuneration will be paid to Mr. Ashok Kumar Arora from the Company.

None of the Directors or their relatives except Mr. Ashwani Kumar Arora, Mr. Vijay Kumar Arora, Mr. Surinder Kumar Arora and Mr Ashok Kumar Arora are interested in the resolution.

None of the KMP or their relatives are interested in the proposed resolution. The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora ,Mr Ashok Kumar Arora may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company

4. Appointment of Mrs. Ambika Sharma as an Independent Director of the Company

Mrs. Ambika Sharma was appointed as an Additional Director on 10th March 2021 through circular resolution passed by the Board of Directors. Her term as an Additional Director is till the conclusion of this Annual General Meeting.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors further recommends to appoint Mrs. Ambika Sharma as Independent Director under Section 149 of the Act and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) 2015 to hold office for a term of 5 (five) consecutive years.

Mrs. Ambika Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Independent Director.

The Company has also received declaration from Mrs. Ambika Sharma that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mrs. Ambika Sharma fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulation.

Copy of the appointment letter for appointment of Mrs. Ambika Sharma as Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company or through Online on request.

None of the Directors or their relatives except Mrs. Ambika Sharma is interested in the resolutions set out at Item Nos. 3 of the Notice.

None of the KMP or their relatives are interested in the proposed resolution. The relatives of Mrs. Ambika Sharma may be deemed to be interested in the resolutions set out respectively at Item Nos. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Resolution set out at Item Nos. 3 of the Notice for approval by the shareholders.

5. To appoint Mr. Abhiram Seth (DIN: 00176144) as an Independent Director of the Company

Mr. Abhiram Seth was appointed as an Additional Director on 22nd July 2021 through circular resolution passed by the Board of Directors. His term as an Additional Director is till the conclusion of this Annual General Meeting.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors further recommends to appoint Mr. Abhiram Seth as Independent Director under Section 149 of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) 2015 to hold office for a term of 5 (five) consecutive years.

Mr. Abhiram Seth is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Directors.

The Company has also received declaration from Mr. Abhiram Seth that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mr. Abhiram Seth fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulation.

Copy of the appointment letter for appointment of Mr. Abhiram Seth as Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company or through online on request.

None of the Directors or their relatives except Mr. Abhiram Seth is interested in the resolutions set out at Item Nos. 5 of the Notice.

None of the KMP or their relatives are interested in the proposed resolution. The relatives of Mr. Abhiram Seth may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Resolution set out at Item Nos. 5 of the Notice for approval by the shareholders.

6. To appoint Mr. Anil Khandelwal (DIN:03473632) as Independent Director of the Company

Mr. Anil Khandelwal was appointed as an Additional Director on 22nd July 2021 through circular resolution passed by the Board of Directors. His term as an Additional Director is till the conclusion of this Annual General Meeting.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors further recommends to appoint Mr. Anil Khandelwal as Independent Director under Section 149 of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirement) 2015 to hold office for a term of 5 (five) consecutive years.

Mr. Anil Khandelwal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Directors.

The Company has also received declaration from Mr. Anil Khandelwal that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and regulation 25 SEBI (Listing Obligations and Disclosure Requirements) 2015.

In the opinion of the Board, Mr. Anil Khandelwal fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

Copy of the appointment letter for appointment of Mr. Anil Khandelwal as Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company or through Online on request.

None of the Directors or their relatives except Mr. Anil Khandelwal is interested in the resolutions set out at Item Nos. 6 of the Notice.

None of the KMP or their relatives are interested in the proposed resolution. The relatives of Mr. Anil Khandelwal 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 recommends the Ordinary Resolution set out at Item Nos. 6 of the Notice for approval by the shareholders.

Information as per regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 and the Secretarial Standard 2 with respect to Mrs. Ambika Sharma, Mr. Ashok Kumar Arora , Mr. Ashwani Kumar Arora, Mr. Abhiram Seth and Mr Anil Khandelwal is as follows-

Disclosure	Ambika Sharma	Ashwani Kumar Arora	Ashok Kumar Arora	Abhiram Seth	Anil Khandelwal
Age	59	56	62	69	62
Brief Resume	Ambika Sharma is Managing Director for India at the U.S.-India Business Council. Prior to this position, she was the Director General – International at the Federation for Indian Chambers of Commerce and Industry (FICCI).	An Alumni of Harvard Business School and a Commerce graduate, is the Managing Director and CEO of the Company. He is having more than 30 years of rich experience in running the Company’s business which includes driving the strategy, business performance, operations, finance and marketing.	Mr. Ashok Kumar Arora was President (Punjab Operations) and is responsible for growing Company’s operations in North India. He is associated with the Company since its incorporation. He is bachelors in Arts from Guru Nanak Dev University and is having experience of more than 40 years in the industry.	Mr. Abhiram Seth is the Founder of Aquagri, an enterprise focused on promoting Aqua Agriculture through self help groups, amongst the coastal communities. Until March 2008, he was the Executive Director – Exports and External Affairs for PepsiCo India. Starting in 1993, he led Pepsico’s exports and agricultural development efforts in India.	Mr. Anil Khandelwal is Managing Director & CEO of Yogic Secrets Healthcare Private Limited, engaged in the space of functional medicines, nutraceuticals addressing preventive healthcare and reversal of chronic diseases. He also represents as India partner of Volitan Global, Turkey – engaged in health and technology.

Disclosure	Ambika Sharma	Ashwani Kumar Arora	Ashok Kumar Arora	Abhiram Seth	Anil Khandelwal
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During her three-decade career, she led a number of innovative and impactful initiatives at FICCI across the Americas, Europe, Asia Pacific and Oceania, Africa and Foreign Trade Policy Division teams. At FICCI, She was responsible for aligning the international agenda with the organization's domestic strategy. She worked closely with the Government of India, representing FICCI at bilateral and regional level deliberations and led conceptualization and implementation of mega programs at the national and international levels. In 2016, she also served as a member of the Em

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Disclosure	Ambika Sharma	Ashwani Kumar Arora	Ashok Kumar Arora	Abhiram Seth	Anil Khandelwal
Relationship between Directors inter-se and KMP	None	Brother of Mr. Surinder Kumar Arora, Mr. Vijay Kumar Arora, Mr. Ashok Kumar Arora	Brother of Mr. Ashwani Kumar Arora, Mr. Vijay Kumar Arora, Mr. Surinder Kumar Arora	None	None
No of Board Meetings attended	NIL	4	NIL	NIL	NIL
Name of Listed Companies in which the person holds directorship and the membership of the committee of the Board	None	None	None	a) Ion Exchange (India) Limited (Directorship and membership in Audit Committee and Nomination and Remuneration Committee) b) Ion Exchange projects & Engineering Ltd. (Membership in Audit committee and Nomination Committee)	None
Shareholding of Executive and Non-Executive Director including Shareholding as beneficial owner	None	22986920*	22986920*	None	None
Other Directorships	Nature Bio Foods Limited USIBC Global Private Limited	LT Agri Services Private Limited Raghunath Agro Industries Private Limited Nature Bio Foods Limited Ecopure Specialities Limited Daawat Foods Limited Daawat Kameda(India) Private Limited Deva Singh Sham Singh Exports Limited Raghuvesh Holdings Private Limited ASV Holdings Private Limited GVA Holdings Private Limited GD Arora Family Enterprises Private Limited All India Basmati Rice Exporters Federation LT Foundation	LT Agri Services Private Limited Raghunath Agro Industries Private Limited Daawat Foods Limited Daawat Kameda (India) Private Limited Deva Singh Sham Singh Exports Limited Raghuvesh Holdings Private Limited Private Limited Private Limited	Ion Exchange Enviro Farms Limited Aquaagri Processing Private Limited Aquaagri Greentech Private Limited APT Biotech Private Limited Ion Exchange Projects and Engineering Limited Motor General Finance Limited	Lantom Advisors LLP Yogic Secret Aquatech Private Limited Yogic Secret Healthcare Private Limited Nano Magic World Private Limited mCura Mobile Health Private Limited Traabajo Software Labs Private Limited

Disclosure	Ambika Sharma	Ashwani Kumar Arora	Ashok Kumar Arora	Abhiram Seth	Anil Khandelwal
Details of Remuneration	Only sitting fees is given	Remuneration details are given in the Corporate governance report	No salary is drawn from LT Foods Limited	Only sitting fees is given	Only sitting fees is given
Remuneration last Drawn	NA	Rs. 211.22 Lakhs	NA	NA	NA
Date of First Appointment	10th March 2021	22nd June 2007	26th May 2021	22nd July 2021	22nd July 2021
Terms and Condition of appointment	As per the appointment letter	As per the appointment letter	As per the appointment letter	As per the appointment letter	As per the appointment letter
Justification for choosing appointment as Independent Director	Vast experience across Geographies	NA	NA	Agri & Food Expertise	Financial expertise

Mr. Ashwani Kumar Arora and Mr. Ashok Kumar Arora (along-with Mr. Vijay Kumar Arora and Mr. Surinder Kumar Arora) jointly hold 33,384,472 shares of Raghuvesh Holdings Private Limited as significant beneficial owner.

7. Approval of all Material Related Party Transactions for the Financial Year 2021-22

The Board of Directors of the Company approved all Material Related Party Transactions on the recommendation of Audit Committee for the Financial Year 2021-22 subject to the approval of the members.

Pursuant to provisions of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure requirement) Regulations, 2015 the shareholders by way of Ordinary Resolution should approve all the material related party transactions of a listed Company.

Since the transactions are 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, Name of the director or key managerial personnel who is related and nature of relationship:

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, Surinder Kumar Arora	Subsidiary Company

2. 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 of 63,040 Lakhs during the financial year 21-22.
3. 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 26th May 2021 and recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Ordinary 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.

All transactions are conducted in ordinary course of business and at arms length basis.

By order of the Board
For **LT Foods Limited**

Sd/-
Monika Chawla Jaggia
Company Secretary & Compliance Officer
Membership No.-F-5150

Place: Gurugram
Date: 30th July 2021