

LT FOODS LIMITED

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

Corporate Office: 4th Floor, MVL i-Park, Sector-15, Gurgaon, Haryana-122 001

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

Telefax: +91-11-26859344, **Email:-** ir@ltgroup.in

Notice

Notice is hereby given that 34th Annual General Meeting of the members of LT Foods Limited will be held on Thursday, September 26, 2024 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 31, 2024, 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 31, 2024 and Auditors Report thereon.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon as circulated to shareholders of the Company, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Surinder Kumar Arora (DIN: 01574728), who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Surinder Kumar Arora (DIN: 01574728) who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. Declare final dividend of ₹ 1 (100%) per equity share of face value of ₹ 1 each for the financial year ended March 31, 2024 and to confirm the interim dividend of ₹ 0.50 (50%) per equity share, already paid during the financial year 2023-24.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the payment of final dividend at the rate of ₹ 1 (100%) per equity share of the face value of ₹ 1 each of the Company, for the financial

year 2023-24, as recommended by the Board of Directors, be and is hereby declared and the same be paid out of the profits of the Company.

RESOLVED FURTHER THAT the interim dividend at the rate of ₹ 0.50 (50%) per equity share of the face value of ₹ 1 each of the Company, paid during the financial year 2023-24, be and is hereby confirmed."

SPECIAL BUSINESS

4. To re-appoint Mr. Vijay Kumar Arora, as Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V thereof and Regulation 17(1C) and any other regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company, Nomination and Remuneration Policy and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof), and subject to Central Government approval and completion of all other necessary statutory formalities, if any, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Kumar Arora (DIN - 00012203) as the Managing Director of the Company, for a period of 5 (five) years with effect from September 28, 2024, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit.

RESOLVED FURTHER THAT the approval of the Members to the re-appointment of Mr. Vijay Kumar Arora, in terms of this resolution shall be deemed

to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director not liable to retire by rotation for a period of 5 (five) years upto September 27, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things, as it may deem fit, desirable or necessary, including but not limited to obtain all necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters, doubts, issues and questions, arising out of and incidental thereto, as may be necessary to give full effect to the foregoing resolution."

5. To increase remuneration of Mr. Ritesh Arora, CEO- India & Far East Business, of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for increasing the annual remuneration of Mr. Ritesh Arora, CEO- India & Far East Business, of the Company, a relative of Mr. Ashwani Kumar Arora, Managing Director & CEO of the Company, from the financial year 2024-25, from ₹ 80 lacs to ₹ 2 crores (₹ 1.40 crores will be fixed component and ₹ 60 lacs will be performance linked variable pay) which shall consist of basic salary, HR allowance, special allowance, annual bonus / variable pay, other allowances, contribution to provident fund, superannuation fund and gratuity apart from other benefits, amenities and facilities, commensurate with his qualification, knowledge, experience and contribution to the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, (hereinafter referred to as 'Board', which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), be and is hereby authorised to alter / vary / revise the annual remuneration of Mr. Ritesh Arora, CEO- India & Far East Business, from time to time, by such amount as may be considered appropriate, provided that his annual remuneration after such revision in remuneration, not to exceed ₹ 2 crores any time inclusive of all the benefits, perquisites, allowances, amenities and facilities as per rules and policies of the Company and to do

all such acts, deeds and things, including but not limited to authorizing any of the Directors and / or Officers of the Company to take such steps and to do all such acts and deeds as may be required, with the end intent that the approval of the shareholders shall be deemed to have been granted for any such revision in his annual remuneration and that any, and all such acts, deeds and things already done by the Board, be and are hereby ratified and confirmed."

6. Approval for giving of loans, guarantee or security to any person in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by M/s Kameda LT Foods (India) Private Limited (Joint Venture Company of LT Foods Limited) for an amount of upto ₹ 20 Crores (Rupees Twenty Crores Only), in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the M/s Kameda LT Foods (India) Private Limited for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

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

Sd/-

Monika Chawla Jaggia

Company Secretary & Compliance Officer

Membership No. F 5150

Address: 4th Floor, MVL i-Park, Sector-15, Gurgaon, Haryana-122 001.

Place: Gurugram

Date: July 25, 2024

Notes:

1. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos. 4 to 6 as set out in the Notice is annexed hereto.
2. In compliance with the circular issued by the Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 9/2023 dated September 25, 2023, read alongwith General Circular Nos. 11/2022 dated December 28, 2022, 2/2022 dated May 05, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs ('MCA Circulars'), Circulars issued by the Securities and Exchange Board of India dated October 07, 2023 read with Circulars dated May 12, 2020, January 1, 2021, May 13, 2022, December 9, 2020 and January 05, 2023 (collectively referred to as 'SEBI Circulars') Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the AGM of the Company is being held through Video Conferencing ('VC') / Other Audio- Visual Means ('OAVM'), without the physical presence of the members at a common venue. Deemed venue of the AGM shall be the Registered Office of the Company at Unit No. 134, 1st Floor, Rectangle-1, Saket District Centre, New Delhi-110017.
3. In compliance with the provisions of the Companies Act, 2013 (the '**Act**'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**') and MCA Circulars, 34th Annual General Meeting ('**AGM**') of the Company will be conducted through VC/OAVM.
4. 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.
5. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before the scheduled start time of the AGM, i.e., from 11.45 A.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.
6. Institutional Investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.
7. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by National Securities Depository Limited ('**NSDL**')/ Central Depository Services (India) Limited ('**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.
8. 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.
9. 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 May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023, Notice of 34th 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 the financial year 2023-24 will also be available on the Company's website www.ltgroup.in under "Investors" section and also on the website of the stock exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice will also be available on the website of NSDL (agency for providing e-voting facility) i.e www.evoting.nsdl.com
10. However, the shareholders of the Company may request physical copy of the Notice and Annual report from the Company by sending a request at ir@ltgroup.in, in case they wish to obtain the same.
11. 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.

12. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
13. 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.
14. The recorded transcript of the forthcoming AGM scheduled to be held on September 26, 2024 shall also be made available on the website of the Company under "Investor Updates" section as soon as possible after the meeting.
15. SEBI vide its notification dated June 08, 2018 as amended on 30 November 2018, has stipulated that w.e.f. April 01, 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 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 through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
18. 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.
19. In terms of Section 124(5) of the Act, dividend amount for the financial year 2016-17 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 from the financial year 2017-18 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.

20. Since the meeting will be conducted through VC/ OAVM facility, the route map is not annexed to this Notice.
21. 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 by sending an email at bssdelhi@bigshareonline.com.
22. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
23. **Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has agreed with NSDL to facilitate voting through electronic means, as an authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.**

24. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Sunday, September 22, 2024 at 09:00 A.M. and ends on Wednesday, September 25, 2024 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. Wednesday, September 18, 2024, 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 Wednesday, September 18, 2024.

INSTRUCTIONS FOR REMOTE E-VOTING

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 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.nsd.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 the 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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.

NSDL Mobile App is available on



Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com, thereafter click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. After clicking 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 & casting vote 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.com or call at 022 - 4886 7000.
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 toll free no. 1800-21-09911.

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.

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 130625 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- below in process for those shareholders whose email ids are not registered.

- 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
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 AGM on NSDL e-Voting system.

How to cast your vote electronically 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 AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com. For any grievances connected with the facility for remote e-voting please contact: Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, A Wing, 4th floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400013 or email at evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000.

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 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 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.

Instructions for members for e-voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM. However, members who have voted through remote e-voting may attend the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended

to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ir@itgroup.in by Wednesday, September 18, 2024. 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.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at ir@itgroup.in on or before Wednesday, September 18, 2024.

Miscellaneous:

25. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
26. Members to click on 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
27. The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 19, 2024 to Thursday, September 26, 2024 (both days inclusive) for AGM and determining entitlement of the members of the final dividend (if declared at the AGM).
28. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll during the AGM. However, you can attend the meeting and participate in the discussions, if any
29. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. Wednesday, September 18, 2024.
30. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and Corporate office on or before September 30, 2024. The results of the e-voting will also be

posted on the Company's website www.ltgroup.in and communicated to the stock exchanges where the Company's shares are listed.

31. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
32. The Final Dividend for the financial year 2023-24, as recommended by the Board of Directors, if approved at the AGM, would be paid / credited to the shareholders or their mandates:
 - (a) whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, September 18, 2024, in the list of Beneficial Owners to be furnished by NSDL and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / RTA on or before Wednesday, September 18, 2024.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company ("Board"), at its meeting held on July 25, 2024 has, subject to the approval of Members and subject to Central Government approval, approved the re-appointment of Mr. Vijay Kumar Arora (DIN: 00012203) as the Managing Director of the Company, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from September 28, 2024, on the terms and conditions as recommended by the Nomination and Remuneration Committee ("Committee") of the Board.

The Members may note that Mr. Vijay Kumar Arora, will be drawing remuneration from the Subsidiary Company / Step Down Subsidiary Company.

Terms of his re-appointment:

He shall perform such duties as shall from time to time be entrusted to him by the Board, subject to guidance and control of the Board.

He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ("the Act") with regard to duties of directors.

He shall adhere to the Company's Code of Conduct.

The Company has grown multifold under his leadership and it would be in the interest of the Company that he continues to lead the Company even after he attains the age of seventy years. Mr. Vijay Kumar Arora, will attain the age of seventy years on January 16, 2028. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 4 as a Special Resolution in terms of Section 196(3) of the Act. Mr. Vijay Kumar Arora being a non-resident his appointment is also subject to Central Government approval. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment, except as mentioned above.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

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

In terms of Article 111(a) of the Articles of Association of the Company, Mr. Vijay Kumar Arora is not liable to retire by rotation. Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") provides that in such cases, the continuation of the director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the re-appointment of Mr. Vijay Kumar Arora in terms of the resolution at Item No. 4 shall be

deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a Director not liable to retire by rotation for 5 (five) years upto September 28, 2029.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations and (ii) the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the "Annexure" to the Notice.

Mr. Vijay Kumar Arora is interested in the resolution set out at Item No. 4 of the Notice. Mr. Surinder Kumar Arora, Managing Director and Mr. Ashwani Kumar Arora, Managing Director & CEO of the Company being related to Mr. Vijay Kumar Arora, are interested in this resolution.

The other relatives of Mr. Vijay Kumar Arora may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Mr. Ritesh Arora is son of Mr. Ashwani Kumar Arora, Managing Director & CEO of the Company. He is Masters in Business and Managerial Development, from University of Glasglow, UK. He is heading India Business and Far East business. He is also driving the project of digital transformation to enable the growth of the Company. In addition to this, he is also spearheading the Joint venture with Kameda group.

Being related Party, an increase in his remuneration, as per the provisions of Sections 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board & Its Power) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), requires shareholders' consent. The remuneration is proposed to be increased from ₹ 80 lacs to ₹ 2 crores (₹ 1.40 crores will be fixed component and ₹ 60 lacs will be Performance linked variable pay).

Considering the qualification, knowledge, expertise, and the responsibilities being handled by Mr. Ritesh Arora, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, increased the annual remuneration of Mr. Ritesh Arora, CEO- India & Far East Business, subject to the approval of shareholders, from the financial year 2024-25 from ₹ 80 lacs to ₹ 2 crores (₹ 1.40 crores will be fixed component and ₹ 60 lacs will be Performance linked variable pay) which shall consist of basic salary, HR allowance, special allowance, annual bonus / variable

pay, other allowances, contribution to provident fund, superannuation fund and gratuity apart from other benefits, amenities and facilities, commensurate with his qualification, knowledge, experience and contribution to the Company. Since the aforesaid increase in his annual remuneration exceeds the previously approved limit of ₹ 80 lacs, it is therefore, in terms of the provisions of Section 188(1)(f) of the Act read with Section 2(76), Rule 15 of Rules and Listing Regulations, approval of the shareholders is being sought for such increase in his annual remuneration alongwith further authorisation to the Board of Directors (including any committee thereof) to alter / vary / revise her annual remuneration, from time to time, by such amount as may be considered appropriate provided that his annual remuneration after such revision in remuneration shall not exceed the aforementioned limit.

Information as per Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014

Name of the related party	Mr. Ritesh Arora
Name of the director or key managerial personnel who is related, if any	Mr. Vijay Kumar Arora, Chairman & Managing Director, Mr. Ashwani Kumar Arora, Managing Director & CEO and Mr. Surinder Kumar Arora, Managing Director
Nature of relationship	Son of Mr. Ashwani Kumar Arora, Managing Director & CEO
Nature, material terms, monetary value and particulars of the contract or arrangements	As disclosed in the explanatory Statement
Any other information relevant or important for the members to take a decision on the proposed resolution	As disclosed in the explanatory Statement

Information as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021, SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 and provisions of Companies Act, 2013.

A. The following information were provided by the management of the listed entity to the audit committee at the time of approval of the proposed Related Party Transactions.

a. Type, material terms and particulars of the proposed transaction:

The proposed transaction is to increase the remuneration of Mr. Ritesh Arora, CEO-India & Far East Business of the Company.

b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):

Mr. Ritesh Arora belongs to Promoter Group, he is son of Mr. Ashwani Kumar Arora, Managing Director & CEO of the Company

c. Tenure of the proposed transaction: Till further decision in this regard.

d. Value of the proposed Transaction: ₹ 2 crores (Proposed maximum amount of remuneration payable per annum)

e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: 0.03% approximately

B. Justification for why the proposed transaction is in the interest of the listed entity:

He is Masters in Business and Managerial Development, from University of Glasglow, UK. He is heading India Business and Far East business. He is also driving the project of digital transformation to enable the growth of the Company. In addition to this, he is also spearheading the Joint venture with Kameda group.

C. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

The proposed transactions do not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.

D. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders:

In order to have a remuneration benchmarking for the executive level roles and to ensure that the remuneration remains fair and updated with current market trends, Company has approached external agencies. They have benchmarked the remuneration of CEO's of the similar profile, of other FMCG companies, and have proposed the said remuneration of Mr. Ritesh Arora. Therefore, the proposed remuneration payable to Mr. Ritesh Arora seems to be at par with the professionals of his profile and skill sets.

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

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora and Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set-out respectively at Item No. 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 No. 5 of the Notice for approval by the Shareholders.

Item No. 6

As per the provisions of Section 185 of the Companies Act, 2013 (the "Act"), no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

M/s Kameda LT Foods (India) Private Limited (hereinafter referred as "Kameda"), Joint Venture Company of LT Foods Limited (the "Company"). Kameda has approached LT Foods Limited to provide corporate guarantee on their behalf for availing credit facilities / loans, etc. from banks / financial institutions. Owing to the restrictions specified under the provisions of Section 185 of the Act, Company was unable to extend financial assistance by way of loan, guarantee or security to Kameda.

Accordingly, the Board of Directors of the Company on the recommendation of Audit Committee at their meetings held on July 25, 2024 had considered and approved, subject to the approval of shareholders of the

Company, to provide financial assistance to Kameda by way of giving or providing loan, security or guarantee for an amount of upto ₹ 20,00,00,000/- (Rupees Twenty Crores Only) in order to meet their financial requirements for their principal business activities.

The brief particulars as per the requirements of the first proviso of Section 185(2)(a) is as follows:-

S. No.	Particulars
1.	Name of the borrower and relationship with the Company Kameda LT Foods (India) Private Limited –Joint Venture Company of LT Foods Limited holding its 51% shareholding and Kameda Seika Co. Limited holding remaining 49% shareholding.
2.	Amount of loan / Security/Guarantee proposed to be given or provided Upto ₹ 20,00,00,000/- (Rupees Twenty Crores Only)
3.	Purpose for which loan / Security/Guarantee is proposed to utilized by the recipient The proposed loan / Security/Guarantee is to be utilized by Kameda for its business operations / principal business activities.

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

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora and Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set-out respectively at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Resolution set out at Item No. 6 of the Notice for approval by the Shareholders.

Information as per regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard -2 with respect to Mr. Ashwani Kumar Arora, is as follows-

Disclosure	Vijay Kumar Arora	Surinder Kumar Arora
Age	66	61
Brief Resume	An Alumni of Harvard Business School and a Commerce graduate, is the Managing Director of the Company. He is having more than 41 years of rich experience in running the Company's business which includes driving the strategy, business performance, operations, finance and marketing. He is also responsible for business' strategy formulation exercise and cascade the same into operational plans for the business.	A matriculate with an experience of over 37 years, joined the partnership firm (LCTR) consisting of family members and has been associated with the Company since its inception. He has vast experience in procurement, production and plant operations.
Nature of expertise in specific functional area	Finance, Marketing and Business Management	Promoter having vast experience in running the state of art plant at optimum cost while delivering best quality across complete value chain
Relationship between Directors inter-se and KMP	Brother of Mr. Surinder Kumar Arora, Managing Director and Mr. Ashwani Kumar Arora, Managing Director & CEO	Brother of Mr. Vijay Kumar Arora, Managing Director and Mr. Ashwani Kumar Arora, Managing Director & CEO
No of Board Meetings attended	4	4
Name of Listed Companies in which the person holds directorship and the membership of the committee of the board.	None	None
Shareholding of Executive and Non-Executive Director including Shareholding as beneficial owner	2,29,86,920 shares	2,29,86,920 shares
Other Directorships	Daawat Foods Limited Nature Bio-Foods Limited LT Agri Services Private Limited Raghuvesh Holdings Private Limited LT International Limited Kameda LT Foods (India) Private Limited Deva Singh Sham Singh Exports Private Limited Vijran Group Holdings Private Limited G D Arora Family Enterprises Private Limited LT Overseas North America INC LT Foods USA LLC Universal Traders INC LT Foods Middle East DMCC LT Foods International Limited LT Foods America INC Sona Global Limited	Daawat Foods Limited Ecopure Specialities Limited Nature Bio-Foods Limited Raghuvesh Holdings Private Limited Surisa Groups Holdings Private Limited L T International Limited Vijran Group Holdings Private Limited LT Foundation

Disclosure	Vijay Kumar Arora	Surinder Kumar Arora
Details of Remuneration	Remuneration details are given in Corporate Governance Report	Remuneration details are given in Corporate Governance Report
Remuneration last Drawn	₹ 2.48 crores per annum	₹ 2.30 crores per annum
Date of First Appointment	September 29, 2004	June 22, 2007
Terms and Condition of appointment	As per appointment letter	As per appointment letter

For **LT Foods Limited**

Sd/-

Monika Chawla Jaggia

Company Secretary & Compliance Officer

Membership No.-F-5150

Address: 4th Floor, MVL i-Park, Sector-15, Gurgaon, Haryana-122 001

Place: Gurugram

Date: July 25, 2024