

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 **Tele/ fax:** +91-11-26859344, **Email:-** ir@ltgroup.in

Notice

Notice is hereby given that Thirty Fifth (35th) Annual General Meeting of LT FOODS LIMITED ("the Company") will be held on Tuesday, September 30, 2025 at 11:30 a.m. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt

- a) **the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and**
- b) **the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Report of the Auditors thereon.**

2. To declare final dividend on equity shares at the rate of ₹ 1 per equity share of face value of ₹ 1 each for the financial year ended March 31, 2025 and to confirm the Interim Dividend of ₹ 2 per equity share, already paid during the financial year 2024-2025.
3. To appoint a Director in place of Mr. Ashwani Kumar Arora (DIN: 01574773), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To reappoint M/s. MSKA & Associates, Chartered Accountants (Firm Registration No. FRN: 105047W) as the Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Audit Committee, M/s MSKA & Associates, Chartered Accountants (Firm Registration No. 105047W), be and is hereby re-appointed as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years i.e. from the conclusion of Thirty-fifth (35th) Annual General Meeting till the conclusion of fortieth (40th) Annual General Meeting of

the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

"RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS

5. **APPOINTMENT OF M/S D DIXIT & ASSOCIATES, PRACTICING COMPANY SECRETARY (FCS NO. 7218, CP NO. 7871) AS SECRETARIAL AUDITORS OF THE COMPANY.**

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

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, D Dixit & Associates, a peer reviewed Practicing Company Secretaries Firm (FCS No. 7218, CP No. 7871, PR-1823/2022), be and is hereby appointed as the Secretarial Auditors of the Company to conduct Secretarial Audit and issue the Secretarial Audit Report for a term of five (5) consecutive Financial Years, i.e from the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration as may be approved by the Audit Committee and/or Board of Directors of the Company from time to time.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

6. **TO APPROVE AND ADOPT EMPLOYEE STOCK OPTION SCHEME CALLED "LT FOODS ESOP SCHEME 2025".**

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 16 of The Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**SEBI LODR Regulations**"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Company be and is hereby accorded to the introduction and implementation of '**LT Foods Employee Stock Option Scheme 2025**' ("**ESOS 2025**" or "**Scheme**") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Compensation Committee to be constituted and the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding **31,83,000 (Thirty One Lakhs Eighty Three Thousand Only)** employee stock options ("**Options**") to or for the benefit of such person(s) working exclusively with the Company, whether in or outside India, including any director, whether whole-time or not (excluding the employees/ directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than **31,83,000 (Thirty One Lakhs Eighty Three Thousand Only)** equity shares ("**Shares**") of face value of ₹ 1/- (**Rupee One**) each fully paid-up, to be sourced either from primary issuance or secondary acquisition of Shares, or both in one or more tranches at such point(s) in time as decided,

through an irrevocable employee welfare trust of the Company namely '**LT Foods Employees Welfare Trust**' ("**Trust**") being set-up by the Company where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Compensation Committee to be constituted and the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme. The Scheme shall be administered through this Trust.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank paripassu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

FURTHER RESOLVED THAT in case of any corporate action(s) resulting to reduction of capital, then the no of shares may be adjusted, if required so that the proposed shares should not breach the prescribed limit of the percentage of the reduced paid up equity.

RESOLVED FURTHER THAT in case the Shares of the Company are either sub-divided or consolidated then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof."

"RESOLVED FURTHER THAT Mr. Ashwani Kumar Arora, Managing Director and Ms. Monika Chawla Jaggia, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

7. TO APPROVE GRANT OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY UNDER 'LT FOODS EMPLOYEE STOCK OPTION SCHEME 2025'

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 16 of The Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, such number of employee stock options ("**Options**") under the '**LT Foods Employee Stock Option Scheme 2025**' ("**ESOS 2025**" or "**Scheme**") within the limit prescribed therein to or for the benefit of such person(s) who are exclusively working with any Subsidiary Company(ies) of the Company, in India or outside India, including any director thereof, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company), exercisable into corresponding number of equity shares of face value of ₹ 1/- (**Rupee One**) each fully paid-up upon exercise and be transferred to the Option grantee by the '**LT Foods Employee Welfare Trust**' ("**Trust**") of the Company, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of Scheme."

“RESOLVED FURTHER THAT Mr. Ashwani Kumar Arora, Managing Director and Ms. Monika Chawla Jaggia, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

8. APPROVAL OF SECONDARY ACQUISITION OF SHARES THROUGH TRUST ROUTE FOR THE IMPLEMENTATION OF ‘LT FOODS EMPLOYEE STOCK OPTION SCHEME 2025’

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 16 of The Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, Regulation 3(6) of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent 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 any committee, including the Compensation Committee to be constituted and the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to acquire upto **31,83,000 (Thirty One Lakhs Eighty Three Thousand Only)** equity shares (“Shares”) of face value of **₹ 1/- (Rupee One)** each fully paid-up, being within the statutory ceiling as per the SEBI SBEB Regulations, by way of secondary acquisition, from time to time, in one or more tranches, through the

irrevocable employee welfare trust of the Company namely the **‘LT Foods Employee Welfare Trust’ (“Trust”)**, for the purpose of implementation of the Scheme in due compliance with the provisions of the SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger and sale of division and others, the ceiling aforesaid in terms of number of equity shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB Regulations.

“RESOLVED FURTHER THAT Mr. Ashwani Kumar Arora, Managing Director and Ms. Monika Chawla Jaggia, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

9. APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST/TRUSTEES FOR THE BENEFIT OF ELIGIBLE EMPLOYEES UNDER THE “LT FOODS ESOP SCHEME, 2025” (HEREIN AFTER REFERRED TO AS THE “ESOP 2025”)

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”) read with Rule 16 of the Companies (Share Capital

and Debentures) Rules, 2014 and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Compensation Committee to be constituted and the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely the '**LT Foods Employee Welfare Trust**' ("**Trust**") by such sum of money not exceeding **5% (Five Percent)** of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2025, with a view to enable the Trust to subscribe and/or purchase equity shares of the Company of face value of ₹ **1/- (Rupee One)** each fully paid-up, from fresh issue and/ or secondary acquisition for the purposes of '**LT Foods Employee Stock Option Scheme 2025**' ("**ESOS 2025**" or "**Scheme**").

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SEBI SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient.

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 24, 2025

Notes:

1. Pursuant to the Ministry of Corporate Affairs ('MCA') General Circular No. 14/2020 dated April 8, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and various other circulars issued by the MCA and SEBI and in reference to the recent MCA General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ('hereinafter collectively referred to as Circulars'), the Annual General Meeting ('AGM/Meeting') of the Company will be held through Video Conferencing ('VC') or Other Audio-Video Means ('OAVM') and accordingly physical attendance of the Members at the AGM venue is not required. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

To comply with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the Company is also providing one-way live webcast of the proceedings of AGM which can be viewed by the Members on website of the National Securities Depository Limited ('NSDL').

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid MCA circulars and SEBI circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

However, Body Corporate Members intending to authorise their representatives to attend and vote at the AGM pursuant to Section 113 of the Companies Act, 2013 (the 'Act'), are requested to send a certified copy (in PDF/JPEG Format) of the relevant Board Resolution/Authority letter, etc. authorizing their representatives to attend the AGM to the scrutinizer by e-mail to audit.debasis@gmail.com.

3. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
4. The members, seeking any information with regard to the accounts or any matter to be placed at the AGM or having any questions in connection with the matter placed at AGM, are requested to send email to the Company on or before Thursday, September 18, 2025, on ir@ltgroup.in. The same will be replied suitably.

5. The attendance of the Members attending the AGM through VC/OAVM will be considered for the purpose of reckoning the quorum under Section 103 of the Act.
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for the special businesses and certain other business set out in the Notice annexed hereto.
7. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meetings, in respect of the Director(s) seeking appointment/re-appointment is provided as part of this Notice. The Company has received the requisite consents/declarations/confirmations for the appointment/re-appointment under the SEBI Listing Regulations, the Act and the rules made thereunder.
8. The additional details of Director retiring by rotation and seeking re-appointment, pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, is annexed as **Annexure I** and forms part of this Notice.
9. Members can join AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on a first-come-first served-basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors of the Company, etc. who are allowed to attend the AGM without any restriction on account of first-come-first served basis.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') as amended, and the aforesaid Circulars, the Company is providing a 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 engaged the services of National Securities Depository Limited ('NSDL') for facilitating voting through electronic means. The

facility of casting votes by a Member using a remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.

12. Members, whether holding shares in electronic/ physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company/ RTA
12. In compliance with the Circulars, the Notice of the 35th AGM and the Annual Report for the Financial Year 2024-25 are being sent only by email to the Members whose email address is registered with the Registrar & Share Transfer Agent ('RTA')/ Company/ Depositories/ Depository Participants. A letter indicating the weblinks of the Annual Report and the Notice of the AGM is being sent to the Members whose email ids are not available with the RTA/ Company/ Depositories/ Depository Participants. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website www.ltfods.com 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. 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
13. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the RTA of the Company in case the shares are held by them in physical form. However, for limited purposes like receiving the Notice of the forthcoming AGM and related documents, all the Members may register their email address with the RTA as per the process given in the e-Voting instructions of the notes to this Notice.
14. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents referred to in the accompanying Notice and Explanatory Statement, shall be made available for inspection electronically by the Members in accordance with the applicable statutory requirements based on the requests received by the Company at ir@ltgroup.in. Additionally, such documents shall be made available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays and Sundays upto the date of the AGM.
16. Transcript of the AGM will be hosted on the website of the Company after the AGM.
17. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize the shares held by them in physical form.
18. In line with the SEBI Circular SEBI/HO/MIRSD/ POD1/P/CIR/ 2024/37 dated May 7, 2024 and Circular SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, all the Members whose PAN and KYC details are not registered/updated with the Company are requested to do so by submitting the necessary documents and forms which are available on the website of Bigshare Services Pvt Limited's ('RTA').
19. Members are requested to notify immediately any change in the above KYC details to the RTA of the Company if shares are held in physical form and to the respective Depository Participants, if shares are held in electronic mode in order to receive all important Shareholder communications and corporate benefits in a timely manner.
20. As per SEBI Circular dated SEBI/HO/MIRSD/POD1/P/ CIR/2024/37 dated May 7, 2024 read with Circular SEBI/HO/MIRSD/ POD- 1/P/CIR/2024/81 dated June 10, 2024, payment of dividends/interest etc, will be made only in electronic mode to the Physical Shareholders who have updated their PAN, Contact Details, Bank Account Details and Specimen Signature with the Company or the RTA. Further, Shareholders holding shares in demat mode are requested to update their PAN, Contact Details, Bank Account Details and Specimen Signature with their respective Depository Participants in order to receive dividends electronically.
21. Final Dividend & Record Date The Company has fixed Friday, September 19, 2025 as "Record Date" for determining the entitlement of the members of the Company to receive Final Dividend for FY 2024-25. The Final Dividend of Rs. 1/- per equity share of face value of Rs. 1/- each as recommended by the Board of Directors of the Company, if approved by the members at the AGM, will be paid subject to deduction of tax at source, as may be applicable, within 30 days after AGM:

- (a) to all Beneficial Owners in respect of shares held in demat form as on the close of business hours of September 19, 2025 in the list of Beneficial Owners to be furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") in respect of the shares held in electronic form; and
 - (b) to all members in respect of shares held in physical form, whose names appear as Members in the Register of Members of the Company as on the close of business hours of September 19, 2025 after giving effect to valid request(s) received for transmission/transposition of shares.
22. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to **Annexure II** of this Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with their depository participants ('DPs') in case shares are held in Demat mode or in case shares are held in physical form, with the Company/ Registrars and Transfer Agents ('RTA') by sending documents/ following procedure given in Annexure II of this notice on or before September 18, 2025.
23. In terms of Section 124(5) of the Act, dividend amount for the financial year 2017-18 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.

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

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by National Securities Depository Limited ('NSDL') on all the resolutions set forth in this Notice.

The remote e-voting period begins on Saturday, September 27, 2025 at 9:00 a.m. IST and ends on Monday, September 29, 2025 at 5:00 p.m. IST. 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 cut-off date i.e. Tuesday, September 23, 2025, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date. Also, 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..

HOW DO I VOTE ELECTRONICALLY USING THE NSDL E-VOTING SYSTEM?

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

Step1: 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 No. SEBI/HO/CFD/CMD/ CIR/P/ 2020/242 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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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. 5. 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"> 1. 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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by 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 is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and 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. 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 above mentioned website.

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

Login type	Help desk 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?

1. 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.
2. 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.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 DPID followed by 8 Digit Client ID For example, if your DPID 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***

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.

- 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.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.

7. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Homepage 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

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

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. Mr. D Dixit & Associates, Practicing Company Secretaries (Membership No.: 7218; CP: No: 7871), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at AGM in a fair and transparent manner.

The Scrutinizer shall submit his consolidated report to the Chairman within two (2) working days from the conclusion of the AGM.

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 UserDetails/ 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 e-mail 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 shareholder 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 in order to **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. Please note that Participants using Mobile Hotspot to connect to the Meeting may experience Audio/Video loss due to fluctuation in their network. It is therefore recommended to use a Laptop with stable Wi-Fi or LAN Connection to mitigate any kind of glitches and better experience. Members can login and join at least 15 minutes before the time scheduled for the AGM. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request by Thursday, September 18, 2025 from their registered Email ID mentioning their name, DP ID and Client ID / Folio No, PAN, mobile number at ir@ltgroup.in. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. For ease of conduct, speakers should send the questions in advance by sending the email on ir@ltgroup.in.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

23. OTHER INFORMATION

- a. 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.
- b. 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
- c. 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. Friday, September 23, 2025.
- d. 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 October 1, 2025. The results of the e-voting will also be posted on the Company's website www.ltfoods.com/investors and communicated to the stock exchanges where the Company's shares are listed.
- e. 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.
- f. The Final Dividend for the financial year 2024-25, 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 Friday, September 19, 2025, 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 Friday, September 19, 2025.

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

ITEM NO- 5: APPOINTMENT OF M/S D DIXIT & ASSOCIATES, PRACTICING COMPANY SECRETARY (FCS NO. 7218, CP NO. 7871) AS SECRETARIAL AUDITORS OF THE COMPANY.

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations and provisions of Section 204 of the Act and rules made thereunder, the Company can appoint an individual as Secretarial Auditor for not more than one term of five consecutive years and such appointment shall be subject to approval of the shareholders.

Pursuant to the recommendation of the Audit Committee, the Board at its meeting held on May 15, 2025 approved and recommended to the Members the appointment of M/s D Dixit & Associates, Practicing Company Secretary (FCS NO. 7218, CP NO. 7871) & Peer Review Certificate No.: PR-1823/2022 as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of the 35th AGM till the conclusion of 40th AGM of the Company to be held in the calendar year 2030 (audit period covering the financial years from 2025-26 to 2029-30).

In terms of Regulation 36(5) of SEBI Listing Regulations, additional information is being disclosed for the perusal of the Members. The aforesaid appointment has been recommended based on consideration of various factors such as Firm's industry experience, evaluation of past performance, skills and expertise, and quality of audit and based on the fulfilment of eligibility criteria and qualifications prescribed under the Act and rules made thereunder and the SEBI Listing Regulations.

Brief Profile of Secretarial Auditor:

Debasis is a seasoned corporate professional and a Fellow Member of the Institute of Company Secretaries of India (FCS) with more than 22 years of in-depth experience in the areas of Company Law, Corporate Laws, Internal Audit, and Secretarial Audit. With a solid academic foundation in B.Sc and LLB, Debasis has built a reputation for providing expert legal and corporate advisory services to businesses across industries. He has a proven track record of successfully navigating complex regulatory frameworks and legal challenges, ensuring that companies remain compliant with relevant laws while achieving their strategic business objectives. Debasis' experience and expertise also extend to supporting new ventures and startups, providing tailored legal and compliance support during their growth phase, as well as offering strategic advice to established companies looking to streamline their operations or navigate legal complexities.

Further, the remuneration payable for the Secretarial Audit for the Financial Year 2025-26 is ₹ 3,00,000/-

(Rupees Three Lacs Only) plus applicable taxes and reimbursement of out-of pocket expenses, as approved by the Board of Directors.

The firm has provided their written consent to act as Secretarial Auditor of the Company and confirmed that the said appointment, if made would be within the prescribed limits under the Act and rules made thereunder and the SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditor in terms of the applicable provisions.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 5.

The Board recommends the resolution in relation to appointment of Secretarial Auditor set out in Item No. 5 for approval of the Members as an Ordinary Resolution.

Item No. 6- TO APPROVE AND ADOPT EMPLOYEE STOCK OPTION SCHEME CALLED "LT FOODS ESOP SCHEME 2025".

Item No.7- TO APPROVE GRANTING OF EMPLOYEE STOCK OPTIONS TO THE EMPLOYEES / DIRECTORS OF SUBSIDIARY(IES) OF THE COMPANY UNDER THE "LT FOODS ESOP SCHEME, 2025".

Your Company believes that equity-based compensation schemes are effective tools to attract, retain, motivate, and reward the talents working exclusively with the Company. With the objective to motivate key employees for their contribution to the corporate growth, to create an employee ownership culture, to retain the best talent in the competitive environment and to encourage them in aligning individual goals with that of the Company's objectives, your Company intends to implement an employee stock option scheme namely '**LT Foods Employee Stock Option Scheme 2025**' ("**ESOS 2025**"/ "**Scheme**") seeking to cover eligible employees of the Company and its Subsidiary Company(ies).

The equity shares ("**Shares**") required for the implementation of the proposed Scheme (subject to overall ceiling specified at point 'b' below) shall be sourced from either primary issuance / secondary acquisition of Shares, or both in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely **LT Foods Employee Welfare Trust**' ("**Trust**"). The Scheme shall be administered through this Trust. The contemplated secondary acquisition is well within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**").

For purchase of Shares from secondary acquisition and subscription of the primary Shares, the Trust shall seek loan from the Company. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

As per provisions of Regulation 6 of the SEBI SBEB Regulations, the Company seeks members' approval by way of a special resolution for:

- (i) Approval of the Scheme seeking to cover eligible employees of the Company;
- (ii) Grant of employee stock options ("Option") to the eligible employees of the subsidiaries and group companies including the associate companies of the Company; and
- (iii) Secondary acquisition of Shares through Trust.

The main features of the Scheme are as under:

a) Brief description of the Scheme:

The Scheme contemplates grant of Option to the eligible employees (including Directors) of the Company as specified at point 'c' below, time to time as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Scheme. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Nomination and Remuneration Committee ("**Committee**") of the Company shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **31,83,000 (Thirty One Lakhs Eighty Three Thousand Only)** Options. The source of Shares shall be from primary issuance of Shares, secondary acquisition, or both in one or more tranches at such point(s) in time as decided.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the

Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the aforesaid the ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme

Following classes of employees and directors (collectively referred to as "**Employees**") are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India;
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group **but excluding an independent director**; and
- (iii) an employee as defined in sub-clauses (i) and (ii) above, of a group company including subsidiary company(ies) or its associate company(ies), in India or outside India of the Company.

but does not include:

- a) an employee who is a Promoter or a person belonging to the Promoter Group;
- b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

The Committee while granting the Options to any eligible employee(s) of any group company including subsidiary or/and associate company(ies), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d) Requirements of vesting and period of vesting

Any Option granted under the Scheme shall vest not earlier than minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **5 (Five) years** from the date of grant as may be determined by the Committee.

The Options would vest essentially on the basis of continued tenure. Apart from this, the Committee shall prescribe achievement of performance condition(s), the criteria being a mix of corporate, business unit/segment, and individual performance for vesting. The corporate or business unit/ segment

performance conditions shall be determined by the Committee basis one or more corporate parameters including but not limited to:

- a) Relative Net Profit Growth compared to the Company's peer group.
- b) Revenue /Profitability Growth Targets of the Company as per annual budgets.
- c) Any other financial/operational parameters as the Committee may deem appropriate based upon annual operating plan.

The relative weightage of performance conditions shall be determined by the Committee on each occasion of grant which may differ from Employee to Employee or classes thereof depending on the existing and expected role of the concerned Employees.

The Committee shall assign mandatory performance conditions when Options are granted at a discount of 10% or more from the market price at the time of grant. The percentage of performance linked vesting shall not be lesser than that of the discount offered.

In the event of death or permanent incapacity of an Employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SEBI SBEB Regulations.

e) Maximum period within which the Options shall be vested:

Any Option granted under the Scheme shall be subject to a maximum vesting period of **5 (Five) years** from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) Exercise period and the process of Exercise:

The exercise period for vested Options shall be a maximum of **3 (Three)** years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Committee at time of Grant.

However, in case of separation of an Employee from the employment/service, there shall be a shorter exercise period being maximum of **12 (twelve)** months from the date of event of separation or date of vesting, as may be determined by the Committee depending on nature of separation.

The vested Option shall be exercisable by the Option grantees by a written application to the Trust expressing his/ her desire to exercise such Options in such manner and on such format as may

be prescribed by the Committee or Trust from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price and satisfaction of applicable taxes by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

g) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc.

Provided that the Committee while granting the Options to any eligible Employee(s) of the Company including Subsidiary Company(ies), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

h) Maximum number of Options to be issued per employee and in aggregate:

The number of Options that may be granted under the Scheme per Employee and in aggregate (taking into account all grants) for such Employee under the Scheme, shall not exceed **40,000 (Forty Thousand Only)**.

i) Maximum quantum of benefits to be provided per employee:

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.

j) Scheme implementation & Administration:

The Scheme shall be implemented and administered by **LT Foods Employee Welfare Trust' ("Trust")** of the Company

k) Source of acquisition of shares under the Scheme:

The Scheme contemplates acquisition of Shares from (i) fresh issuance of primary Shares by the Company to the Trust, (ii) secondary acquisition through the Trust, or (iii) both i.e., partly from fresh issue and balance from secondary acquisition.

l) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc:

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee

or security in connection with a loan to the Trust, subject to **5% (Five Percentage)** of the paid up capital and free reserves as on March 31, 2025, being the statutory ceiling under SEBI SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

m) Maximum percentage of secondary acquisition:

The Scheme also envisages purchase of Shares not exceeding **31,83,000 (Thirty One Lakhs Eighty Three Thousand Only)** equivalent to 0.92% of the paid-up share capital as on March 31, 2025, by way of secondary acquisition through the Trust. This is well within the statutory limit as prescribed under the SEBI SBEB Regulations.

n) Confirmation Relating to Accounting and Disclosure Policies:

The Company shall follow the Accounting Standard IND AS 102 on Share based payments and/ or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB Regulations.

o) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

p) Declaration:

In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Directors' report.

q) Period of Lock-in:

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

r) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

s) The Conditions under which option vested in employees may lapse

The vested options shall lapse due to non-exercise of Options within the exercise period and upon termination of employment due to misconduct or due to breach of Company policies or the terms of employment. The vested options may also get cancelled in event of abandonment of employment by an employee.

t) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employer:

As per the terms and conditions of LT Foods Employee Stock Option Scheme 2025'

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the Scheme will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution, except to the extent they may be lawfully granted Options under the Scheme.

Your Board of Directors recommends the Special Resolutions set forth as Item Nos. 1 and 2 of the notice for your approval.

ITEM NO 8: APPROVAL OF SECONDARY ACQUISITION OF SHARES THROUGH TRUST ROUTE FOR THE IMPLEMENTATION OF 'LT FOODS EMPLOYEE STOCK OPTION SCHEME 2025'

ITEM NO 9: APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR PURCHASE OF ITS OWN SHARES BY THE TRUST/TRUSTEES FOR THE BENEFIT OF ELIGIBLE EMPLOYEES UNDER THE "LT FOODS ESOP SCHEME, 2025" (HEREINAFTER REFERRED TO AS THE "ESOP 2025")

The Company intends to implement a new share-based employee benefit scheme namely '**LT Foods Employee Stock Option Scheme 2025**' ("**ESOS 2025**" or "**Scheme**") for which approval is sought from the members in separate resolutions at Item Nos. 1 and 2. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely '**LT Foods Employee Welfare Trust**' ("**Trust**") being set up by the Company. The proposed Scheme contemplates acquisition of equity shares ("**Share**") of the Company from fresh issue and/or secondary acquisition.

For facilitating acquisition of the Shares through recognised stock exchange, the amount of loan to be provided by the Company under the Scheme shall not exceed **5% (Five percentage)** of the aggregate of the paid up equity share capital and free reserves of the Company as on March 31, 2025 being the statutory ceiling as per the SEBI SBEB Regulations read with relevant provisions of the Companies Act, 2013 and Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

a) The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India;
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; and

- (iii) an employee as defined in sub-clauses (i) and (ii) above, of Group Company including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India, of the Company.

but does not include

- a) an employee who is a Promoter or a person belonging to the Promoter Group;
- b) a Director who either by himself /herself or through his/her relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

b) The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that designated trustee shall acquire and hold the Shares of the Company in due compliance of the SEBI SBEB Regulations and Companies Act, 2013 solely for the purposes of the Scheme. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

c) The particulars of trust

The Trust is in the nature of an irrevocable employee welfare trust with the name '**LT Foods Employee Welfare Trust**' ("**Trust**") having its principal office at Unit No. 134, First Floor, Rectangle – 1, Saket District Centre, South Delhi, New Delhi, Delhi – 110017.

The Trustees are neither a promoter, nor a Director key managerial personnel of the Company nor is related to the promoters, directors, or key managerial personnel.

d) Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, key managerial personnel and directors (excluding independent directors) may be covered under the Scheme in due compliance with relevant Companies Rules read with SBEB Regulations.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The Options shall be granted to the eligible employees on grant date. After exercising of the Options and payment of exercise price with applicable taxes, the Trust shall transfer corresponding number of Shares to the eligible employees. The eligible employees can then sell the Shares in open market and can reap the benefit.

f) The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SEBI SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution,

except to the extent of their entitlements, if any, under the Scheme.

Consent of the members is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB Regulations.

The Board of Directors recommends the Special Resolution set forth as Item No. 3 of the notice for approval of the shareholders.

Annexure I

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

Disclosure	Ashwani Kumar Arora
DIN	01574773
Age	60
Brief Resume	An Alumni of Harvard Business School and a Commerce graduate, is the Managing Director and CEO of the Company. He is having more than 36 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. He is also actively involved in strengthening internal controls and systems of the Company.
Nature of expertise in specific functional area	Finance, Marketing and Business Management
Relationship between Directors inter-se and KMP	Brother of Mr. Vijay Kumar Arora, Chairman and Managing Director and Mr. Surinder Kumar Arora, Managing Director.
No of Board Meetings attended	5
Name of Listed Companies in which the person holds directorship and the membership of the committee of the board along with listed entities from which the person has resigned in the past three years	None
Shareholding of Executive and Non-Executive Director including Shareholding as beneficial owner	2,29,86,920 shares Direct holding and holds beneficial holding through RAGHUVESH HOLDINGS PRIVATE LIMITED which holds 3,33,84,472 in the Company
Other Directorships	Raghunath Agro Industries Private Limited Nature Bio Foods Limited Ecopure Specialities Limited DAAWAT® Foods Limited Kameda LT Foods (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
Details of Remuneration	Remuneration details are given in Corporate Governance Report
Remuneration last Drawn	₹ 2.30 Crores per annum

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 24, 2025

Annexure II

INTIMATION ON TAX DEDUCTION ON DIVIDEND:

In accordance with the provisions of the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, with effect from 1st April, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders. The Company shall therefore be required to comply with the provisions of deduction of tax at source (TDS) at the applicable rates at the time of payment of final dividend for the financial year ended on 31st March, 2025 to the shareholders in accordance with the provisions of the Income Tax Act (IT Act). The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that all the details and declarations furnished should pertain to FY 2025-26. The TDS for various categories of shareholders along with required documents are provided below:

I. For Resident Shareholders –

Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details in their account, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.

a. Resident Individuals:

No tax shall be deducted on the dividend payable to resident individuals if –

- i. Total dividend amount to be received by them during the Financial Year 2025-26 does not exceed H10,000/-; or
- ii. The shareholders provide Form 15G (applicable to individual) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfil the requirement of law.

Note:

1. Recording of the Permanent Account Number(PAN) for the registered Folio/DP ID-Client ID is mandatory. In the absence of valid PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the Act.
2. Shareholders are requested to ensure Aadhaar number is linked with his/her PAN as provided under Section 139(AA) (2) of the Act, as per the timelines prescribed. In case of failure of linking Aadhaar with

PAN within the prescribed timelines, the PAN shall be deemed inoperative and tax shall be deducted at a higher rate under Section 206AA.

b. Resident Non-Individuals: No tax shall be deducted on the dividend payable to the following resident non-individuals if they provide details and documents as given below:

- i. Insurance Companies: Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- ii. Mutual Funds: Self-declaration that it is registered with SEBI and is notified under Section 10(23D) of the Act along with self-attested copy of PAN card and certificate of registration with SEBI.
- iii. Alternative Investment Fund (AIF): Self-declaration that its income is exempt under Section 10(23FBA) of the Act and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. New Pension System (NPS) Trust: Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
- v. Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

c. In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of the Income-tax Act, 1961, for lower/NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

d. Benefit under Rule 37BA - In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration.

II. For Non-resident Shareholders - Taxes are required to be withheld in accordance with the provisions of Section 195 and 196D of the Act, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

Further, as per Section 90 of the Act, the non-resident shareholder has an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the DTAA benefits, the non-resident shareholders are required to provide the following:

- i. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident shareholder shall furnish (a) name, (b) email id, (c) contact number, (d) address in residency country, (f) Tax Identification Number of the residency country.
- ii. Self-attested copy of Tax Residency Certificate (TRC) (for the period April 2025 to March 2026) obtained from the tax authorities of the country of which the shareholder is a resident.
- iii. Self-declaration in Form 10F (electronically filed and verified on the e-filing portal).
- iv. Self-declaration by shareholder certifying the following:
 - meeting the eligibility requirements under DTAA
 - entitlement to receive the Dividend being a beneficial owner of the Shares for the period 1st April 2025 to 31st March 2026.
 - Is and will continue to remain the tax resident of the country of its residence during the period 1st April 2025 to 31st March 2026.
 - Does not have Permanent Establishment (PE)/Place of Effective Management in India
- v. In case of Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), copy of SEBI registration certificate.

It is recommended that shareholders should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

PAYMENT OF DIVIDEND

The Final dividend on Equity Shares for FY 2024-25, once approved by the shareholders of the Company at the AGM, will be paid after deducting the tax at source as under:

A. FOR RESIDENT SHAREHOLDERS:

- Nil withholding in case the total dividend paid is up to ₹10,000/-.
- Nil withholding for resident shareholders in case Form 15G / Form 15H (as applicable) is submitted along with self-attested copy of the PAN linked to Aadhaar.
- Nil/ Lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 197 of the Act.
- 10% for resident shareholders in case PAN is provided / available.
- 20% for resident shareholders in case PAN is not provided / not available/ PAN-Aadhaar linking not done

B. FOR NON-RESIDENT SHAREHOLDERS:

- Tax treaty rate (based on tax treaty with India) for beneficial non-resident shareholders, as applicable will be applied on the basis of documents submitted by the non-resident shareholders.
- Nil/ Lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 195/197 of the Act.
- 10% plus applicable surcharge and cess for GDR holders if they provide a self-attested copy of the PAN card in accordance with provisions of Section 196C of the Act.

- ⦿ 20% plus applicable surcharge and cess for non-resident shareholders in case the above mentioned documents are not submitted.

C. FOR SHAREHOLDERS HAVING MULTIPLE ACCOUNTS UNDER DIFFERENT STATUS / CATEGORY:

Shareholders holding Equity shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

SUBMISSION OF TAX RELATED DOCUMENTS:

The referred documents can be submitted with Company's RTA before the record date at bssdelhi@bigshareonline.com and Shareholders can contact Company for any query related to dividend on ir@ltgroup.in.

No communication/documents on the tax determination / deduction shall be considered post Thursday, 18th September, 2025.

If the requisite documents and details are not provided by the shareholders within the specified time, TDS would be regulated as per the provisions of the Act. In such a case, if TDS is deducted at a rate which is considered higher than the applicable rate of tax in a particular case, refund of such excess TDS may be claimed by the shareholder as provided under law. No claim shall, however, lie against the Company for such deduction of TDS. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>. Further, shareholders who have not registered their email address are requested to register the same with our RTA at weblink: www.bigshareindia.com. Shareholders are further requested to complete necessary formalities with regard to their Bank accounts updation for enabling the Company to make timely credit of dividend in respective bank accounts. For any queries related to the payment of dividend, shareholders can write on email Id's i.e. ir@ltgroup.in.