



LT FOODS LIMITED
CHARTER OF
STAKEHOLDERS RELATIONSHIP COMMITTEE

INTRODUCTION & PURPOSE

This charter is framed in accordance with:

- Section 178(5) of the Companies Act, 2013
- Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The purpose of the Stakeholders' Relationship Committee (**"the Committee"**) of the Board of Directors (**"the Board"**) is to oversee and safeguard the interests of the shareholders, debenture holders, other security holders, and all other stakeholders of the Company. The Committee is responsible for ensuring the prompt and effective resolution of stakeholder grievances, facilitating transparent communication with stakeholders, and strengthening stakeholder relationships in accordance with applicable laws and sound corporate governance practices.

This charter has been prepared keeping in view the extant provisions of the applicable laws and bylaws of the Company. However, if due to subsequent changes in the applicable laws, any part of this charter becomes inconsistent then the provisions of the applicable laws shall prevail.

COMPOSITION

- The Stakeholders Relationship Committee shall comprise of minimum three (3) and upto 6 (six) directors as members of the committee, with at least one being an Independent Director, who may or may not be shareholders, all of them elected by the Board of Directors for a term of office that will coincide with the term of office of the directors, and re-election is permitted.
- The Chairperson of the Committee shall be a non-executive Director.
- In the event of a casual vacancy arising in the office of a director who is also a member of the Committee, such vacancy shall be filled by the Company at the earliest possible opportunity, and in any case not later than three (3) months from the date of the vacancy, in accordance with the applicable provisions of law.
- The members of the Committee shall be entitled to receive sitting fees for attending each meeting of the Committee, in accordance with the sitting fees approved by the Board of Directors and the shareholders of the Company.

SECRETARY

The Company Secretary shall act as Secretary to the Committee Meetings.

MEETINGS AND QUORUM

- The stakeholders' relationship committee shall meet at least once in a financial year. The Committee shall also meet additionally, as and when any item of business is required to be approved by the Stakeholders Relationship Committee.
- Notice of each Committee meeting, along with the agenda and relevant notes, shall be circulated to all members of the Committee at least seven (7) days in advance. In the case of any material agenda item, the relevant information shall be circulated at least three (3)

days prior to the meeting. The Committee may invite such of the executives, as it considers appropriate to be present at the Meetings of the Committee. On occasions considered necessary, the Committee may also meet without the presence of any executive of the Company.

- The Chairman of the Committee shall attend the Annual General Meeting and should be available to answer shareholder queries and provide clarifications that may be sought on matters dealt by the Committee.
- The meetings of the Committee may be attended by means of Audio-Visual Mode, videoconferencing or any other means of communication that allows the identification of the members of the Committee and simultaneous communication with all other persons attending the meeting. In case of the members of the committee attending the meeting through Audio-visual mode, video conferencing or any other means of communication, Committee members must ensure that no unauthorized party has access to the proceedings of the meeting. Committee members who attend the meetings in the aforementioned manner will be deemed to be present at the meeting and must sign the corresponding minutes.

TERMS OF REFERENCE

The terms of reference of the Stakeholders Relationship Committee are in accordance with the provisions of Companies Act, 2013 (hereinafter referred as 'the Act') and Regulation 20 read with Part D of Schedule II to the Listing Regulations.

ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Stakeholders Relationship Committee shall inter-alia include the following:

- (1) Resolving the grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- (2) Approve the issue of duplicate certificates for securities and transmission of securities;
- (3) Review the measures taken for effective exercise of voting rights by shareholders;
- (4) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (5) Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- (6) Oversee statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund ('IEPF') and claims made by members/investors from the IEPF;

- (7) Review movements in shareholding and ownership structures of the Company;
- (8) Oversee the Investor Relations strategy of the Company to ensure that communication with investors is clear, consistent, and accurately reflects the Company's business performance and value.
- (9) Conduct a Shareholders' Satisfaction Survey to ascertain the level of satisfaction among shareholders;
- (10) Suggest and drive implementation of various investor-friendly initiatives;
- (11) Promote effective stakeholder engagement by ensuring transparent, timely, and constructive communication with shareholders and other stakeholders, and by considering their feedback and concerns in the Company's decision-making processes; and
- (12) Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as applicable.

POWERS OF THE STAKEHOLDER RELATIONSHIP COMMITTEE

The committee shall have powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

VOTING & DECISION MAKING

Decisions of the Committee shall be taken by majority vote of the members present and voting. In the event of a tie, the Chairperson may exercise a casting vote, where permitted under applicable law.

CONFLICT OF INTEREST

Members of the Committee shall disclose any actual or potential conflict of interest in matters placed before the Committee.

Any member having a conflict shall abstain from discussion and voting on such matter and the same shall be recorded in the minutes.

Where necessary, an alternate member or the Chairperson may oversee discussion on the relevant agenda item in place of the interested member.

REPORTING

The Committee shall report on its activities and summarize any recommendations at subsequent Board meeting.

This charter shall be displayed on the website of the Company.

MINUTES

The Company Secretary will maintain minutes of meetings of the Committee, The minutes shall be circulated to all members of the Committee for their comments and approval within a reasonable time after the meeting and shall be placed before the Board of Directors at the subsequent Board Meeting for noting. The minutes shall record the deliberations, decisions taken, and any dissenting views expressed by the members.

The Company Secretary shall ensure that the minutes are properly maintained and preserved in accordance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

GOOD GOVERNANCE BY THE STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has an important role in ensuring that the interests of all stakeholders remain paramount. It seeks to balance stakeholder expectations with the Company's strategic objectives through fairness, accountability, and proactive communication.

To ensure good governance in the Company, the Stakeholder Relationship Committee:

- I. Consists of experienced and qualified non-executive directors, including the Chairperson, in line with SEBI (LODR) Regulations.
- II. Is constituted such that members collectively possess the necessary knowledge, experience, and expertise in finance, law, governance, and stakeholder relations.
- III. Ensures that members are competent to interpret shareholder expectations, regulatory requirements, and best practices in investor servicing.
- IV. Ensures timely, accurate, and clear disclosure of material information to the stock exchanges and shareholders.
- V. Ensures the Company's communications and disclosures comply with fair disclosure principles and prevent selective dissemination of information.
- VI. Ensures investor and shareholder grievances are addressed promptly, fairly, and effectively within defined timelines.

REVIEW OF THE COMMITTEE CHARTER

The adequacy of this charter shall be reviewed and re-assessed by the Committee, at least once in every three years and as and when required and appropriate recommendations shall be made to the Board to update the same based on the changes that may be brought about to the regulatory framework or policy changes, from time to time.
