



LT FOODS LIMITED

CIN: L74899DL1990PLC041790

Regd. Office: Unit No. 134, First Floor, Rectangle-1, Saket District Center, New Delhi-110 017

Corporate Office: 4th Floor, MVL I-Park, Sector-15, Gurugram-122 001, Haryana

Tel.: +91-124-3055100 **Fax:** 0124-3055199

Email id: ir@ltgroup.in **Website:** www.ltgroup.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated September 28, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India (**'MCA Circulars'**), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed as Special Resolution by the Members of LT Foods Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice ("**Notice**") only by email to all its members who have registered their email addresses with the Company / M/s. Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent ("**RTA**") or Depositories. Accordingly, no physical copy of the Notice alongwith Postal Ballot Form and pre-paid business reply envelope are being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote

e-voting system. If your e-mail address is not registered with the Company/RTA/ Depositories, please follow the process provided in the Notes to receive this Notice.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process, which shall commence from Monday, February 03, 2025 at 9.00 A.M. (IST) and shall end on Tuesday, March 04, 2025 at 5.00 P.M. (IST) failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "**NSDL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically

instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman or Company Secretary of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <http://ltgroup.in>, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. Tuesday, March 04, 2025 at 5.00 P.M. (IST).

PROPOSED RESOLUTIONS

SPECIAL BUSINESS

ITEM NO.1:

Re-appointment of Mrs. Neeru Singh as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17(1C), 17(1D), 25 and any other regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), Mrs. Neeru Singh (DIN: 06987939), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director and who meets criteria for independence under section 149(6) of the Act and

rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 17th March 2025 up to 16th March, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of the Board with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company, to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.2:

Re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as Managing Director of the Company.

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

“RESOLVED THAT pursuant to Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(1C), 17(1D) and any other Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), if any, the Articles of Association of the Company, Nomination and Remuneration Policy and based on the recommendation of Nomination and Remuneration Committee and approval the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall, unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) as the Managing Director of the Company for a period of 5 (five) years with effect from 21st June 2025 till 20th June 2030 on the same terms and conditions including remuneration as approved earlier, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and / or remuneration within the approved limit, as it may deem fit and as may be acceptable to Mr. Ashwani Kumar Arora, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Ashwani Kumar Arora, shall be paid remuneration from LT Foods Limited and will be liable to be retiring by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the financial years

during the tenure of Mr. Ashwani Kumar Arora, as Managing Director, the remuneration payable including the perquisites as above shall be treated as Minimum Remuneration.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits and the payment of remuneration as aforesaid, the Company subject to approval of the Central Government, will waive the recovery of remuneration paid to Mr. Ashwani Kumar Arora in terms of section 197(10) of the Act.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEMNO.3:

Re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as Managing Director of the Company.

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

"RESOLVED THAT pursuant to Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(1C), 17(1D) and any other Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), if any, the Articles of Association of the Company, Nomination and Remuneration Policy and based on the recommendation of Nomination and Remuneration Committee and approval the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall, unless repugnant to the context or meaning thereof, be

deemed to include any Committee thereof), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728) as the Managing Director of the Company for a period of 5 (five) years with effect from 21st June 2025 till 20th June 2030 on the same terms and conditions as approved earlier, with liberty to the Board to alter and vary the terms and conditions of the said reappointment and / or remuneration within the approved limit, as it may deem fit and as may be acceptable to Mr. Surinder Kumar Arora, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Surinder Kumar Arora, shall be paid remuneration from M/s Daawat Foods Limited, wholly owned subsidiary Company, and will be liable to be retiring by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

Sd/-

Monika Chawla Jaggia

Company Secretary & Compliance Officer

Membership No. F-5150

Address: 4th Floor, MVLi-Park, Sector-15, Gurgaon, Haryana-122001

Place: Gurugram

Date: January 27, 2025

NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") read with Section 110 and other applicable provisions, if any, of the Act read with the Rules framed thereunder concerning the Special Business in respect of Item no. 1 to 3 as set out above in respect of the resolution to be passed through postal ballot by e-voting is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated September 28, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 & 09/2024 dated 19th September 2024 (the "MCA Circulars"), the Postal Ballot Notice is being sent through e-mail only to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on **Friday, January 31, 2025 ("Cut-off Date")**. A person who is not a member as on **Friday, January 31, 2025**, should treat this Postal Ballot Notice for information purposes only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.ltgroup.in, Stock Exchanges viz. BSE and NSE at www.bseindia.com and www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>.
3. The voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the Cut-off Date i.e. **Friday, January 31, 2025**.
4. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot activity in accordance with the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only, provided by the Company.
5. The remote e-voting period commences from **Monday, February 03, 2025 at 9.00 A.M. (IST)** and shall end on **Tuesday, March 04, 2025 at 5.00 P.M. (IST)**. The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the Cut-off date, being **Friday, January 31, 2025**, may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

INSTRUCTIONS FOR REMOTE E-VOTING

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 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.	1. 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.

Type of Shareholders	Login Method
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- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- 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



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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.

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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log - into 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 eservices 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 ____ then user ID is 101456001*** EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is ____ 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 log in and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email Id is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Homepage of e-Voting will open.
2. Select "EVEN" of the Company to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsdebasis@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or contact 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.

Step2: Cast your vote electronically 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 is active.

Process for those shareholders whose Email IDs are not registered with the Depositories for procuring User ID and Password and Registration of E-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ir@ltgroup.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ir@ltgroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 one-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.

VOTING RESULTS:

The Scrutinizer shall, immediately after the conclusion of the voting, count the votes cast during Postal Ballot through remote e-voting and prepare a Scrutinizer's Report of the total votes cast in favour or against or invalid, if any, and submit the report to the Chairperson or Company Secretary of the Company or any person authorized in that respect within stipulated timelines of the conclusion of the voting period, who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutinizer's report shall be placed on the Company's website at www.ltgroup.in and on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the stock exchanges viz. BSE Limited & National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, where the shares of the Company are listed. The resolution shall be deemed to have been passed on Tuesday, March 04, 2025 at 5.00 P.M. (IST), (being the last date of e-voting period of Postal Ballot) subject to obtaining requisite votes thereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 1:

Re-appointment of Mrs. Neeru Singh as an Independent Director of the Company.

Mrs. Neeru Singh, Independent Director of the Company was appointed by the Board of Directors in their meeting held on March, 17, 2020. The appointment was approved by the shareholders in their meeting held on 30th September 2020 for a period of 5 years from the date of her appointment i.e. 17th March 2020. Accordingly, the term of Mrs. Neeru Singh's appointment will conclude on 16th March 2025.

During her tenure Mrs. Neeru Singh has significantly contributed towards the growth of the Company through her invaluable ideas, guidance and knowledge. The Board believes that the Company has been highly benefitted by her experience and diverse skills throughout her term and would continue to do so under her able leadership.

Therefore, pursuant to the provisions of Section 149, 150, 152, read with Schedule IV of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), recommendation of Nomination and Remuneration Committee, it is hereby proposed to re-appoint Mrs. Neeru Singh (DIN: 06987939) as an Independent Director of the Company, for a further period of five years effective from March, 16, 2025, not liable to retire by rotation, subject to the approval of shareholders of the Company, through special resolution, provided the criteria of independence as per Section 149(6) of the Act, Rules made thereunder and Regulation 16 of the Listing Regulations and otherwise not disqualified to be appointed as Director is fulfilled. Further, as per the provisions of Regulation 17(1C) of the Listing Regulations, approval of shareholders is required to be taken at the next general meeting or within three months from the date of appointment, whichever is earlier.

Brief Profile of Mrs. Neeru Singh is presented herein below for the consideration of the Shareholders-

Mrs. Neeru Singh, member of Indian Administrative Service has over 30 years of experience with Indian Government and United Nations. She is also a member of the Indian Administrative Services. She has handled project worth \$100 million and is instrumental in formulating the policy for United Nations Procurement

and has vast experience in Budgeting and Finance, Procurement, Program Management, Human Resource Management, Inter-Agency Affairs, Results Based Budgeting and management.

Mrs. Neeru Singh has also worked with UN-Habitat, World Food Program, and International Fund for Agricultural Development, UNECA and the UN Secretariat. She is also a Corporate Trainer and a Senior Faculty of the Art of Living.

The Board Members are hereby informed that the Company has received the following details / documents from Mrs. Neeru Singh:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Disclosure of interest in from MBP-1;
- (iv) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (vi) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- (vii) A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has also received notice under Section 160 of the Act from a member, intending to nominate her to the office of Independent Director.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the Committee recommended the candidature of

Mrs. Neeru Singh. In the opinion of the Board, Mrs. Neeru Singh fulfils the conditions of independence specified in the Act, the Rules made thereunder, the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mrs. Neeru Singh's skills, background and experience are aligned to the role and capabilities identified by the Committee and that she is eligible for re-appointment as an Independent Director.

The Board was satisfied that the appointment of Mrs. Neeru Singh is justified and would immensely benefit the Company.

Further, Mrs. Neeru Singh has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company.

The resolution seeks the approval of members for the re-appointment of Mrs. Neeru Singh as an Independent Director of the Company for a term of 5 (Five) years effective from March 17, 2025 to March 16, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder, the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof), and she shall not be liable to retire by rotation.

Mrs. Neeru Singh will be paid remuneration as per the provisions of Section 197 of the Act, by way of fee for attending meetings of the Board or Committees thereof, within the limits stipulated under the Act as approved by the Board and shall be reimbursed for expenses incurred for participating in such meetings.

A copy of the draft letter for the appointment of Mrs. Neeru Singh as an Independent Director is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Thursday, March 14, 2025. All the material documents referred to in the Notice and Explanatory Statement are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Mrs. Neeru Singh and other relevant information as required under Listing Regulations and Secretarial Standard -2 issued by the Institute of Company Secretaries of India are provided in attached Annexure.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the approval of the Members is sought for the re-appointment of Mrs. Neeru Singh as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mrs. Neeru Singh, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item no. 1.

The Board recommends the Special Resolution set out in Item no 1 of the Notice for approval of the members.

Item No. 2

Re-appointment of Mr. Ashwani Kumar Arora as Managing Director of the Company

Mr. Ashwani Kumar Arora was appointed as the Managing Director of the Company for a period of 5 (five) years by the Board of Directors in their meeting held on 21st June, 2020 (further approved by the members in the AGM held in 2020), at the remuneration of Rs. 2.30 crores, recommended by the Nomination and Remuneration Committee of the Board and approved by the Board and shareholders of the Company.

The Board of Directors in their meeting held on 27th January 2025 has subject to the approval of the members, approved the re-appointment of Mr. Ashwani Kumar Arora for a period of 5 years from the expiration of his present term i.e. w.e.f. 21st June 2025 on the terms and conditions as recommended by the Nomination and Remuneration Committee ("Committee") of the Board.

Members may note that, Mr. Ashwani Kumar Arora, will continue to draw remuneration of Rs. 2.30 crores from LT Foods Limited.

Brief Profile:

Mr. Ashwani Kumar Arora an Alumni of Harvard Business School and a Commerce graduate, is the Managing Director and CEO of the Company. He is having more than 35 years of rich experience in running the Company business which includes driving the strategy, business performance, operations, finance and marketing. He is also responsible for business strategy formulation and cascade the same into operational plans for the business. He is also actively involved in strengthening internal controls and systems of the Company.

His vision is in line with the strategic pillars of the Company- Growth, Margin Expansion and further strengthening of Financial Metrics to create a strong, progressive, sustainable, profitable and growing consumer business across all geographies that creates value for all its stakeholders.

Under his guidance India and International businesses have witnessed tremendous growth and LT brands have become market leader in many geographies.

Based on the performance evaluation of Mr. Ashwani Kumar Arora, Managing Director of the Company, and considering his knowledge on various aspects relating

to the Company's affairs and long business experience, given the background and contribution made by him during his tenure and for smooth and efficient operations of the business, it is proposed to seek the members' approval for the re-appointment of Mr. Ashwani Kumar Arora, as Managing Director of the Company for a further period of 5 years.

Terms of his re-appointment:

He will perform his respective duties as such with regard to all businesses of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

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

He shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

He will be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013

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

The requisite details and information pursuant to the provisions of (i) Listing Regulations (ii) Secretarial

Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in

"Annexure" to the notice.

Mr. Ashwani Kumar Arora is interested in the resolution set out in Item no 2. Mr. Vijay Kumar Arora, Chairman & Managing Director and Mr. Surinder Kumar Arora, Managing Director, being related to Mr. Ashwani Kumar Arora are interested in the said resolution. The other relatives may be deemed to be interested in the resolutions set-out respectively at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in Item no 2 of the Notice for approval of the members.

Item No. 3

Re-appointment of Mr. Surinder Kumar Arora as Managing Director of the Company

Mr. Surinder Kumar Arora was appointed as the Managing Director of the Company for a period of 5 (five) years by the Board of Directors in their meeting held on 21st June, 2020 (further approved by the members in the AGM held in 2020), on the recommendation of the Nomination and Remuneration Committee of the Board and approved by the shareholders of the Company.

The Board of Directors in their meeting held on 27th January 2025 has subject to the approval of the members, approved the re-appointment of Mr. Surinder Kumar Arora for a period of 5 years from the expiration of his present term i.e. w.e.f. 21st June 2025 on the terms and conditions as recommended by the Nomination and Remuneration Committee ("Committee") of the Board.

Members may note that, Mr. Surinder Kumar Arora, will continue to draw a remuneration of Rs. 2.30 crores from Daawat Foods Limited, wholly owned subsidiary company.

Brief Profile:

With more than three decades of experience, Mr. Surinder Kumar Arora brings a wealth of expertise to his role as Managing Director. His focus on manufacturing excellence and innovation has propelled the Company forward. Championing technological advancements, automation and process innovation, he plays a pivotal role in margin expansion and operational efficiency. He has vast experience in procurement, production and plant operations.

Based on the performance evaluation of Mr. Surinder Kumar Arora, Managing Director of the Company, and considering his knowledge on various aspects relating to the Company's affairs and long business experience, given the background and contribution made by him during his tenure and for smooth and efficient running of the business, it is now proposed to seek the members' approval for the, re-appointment of Mr. Surinder Kumar Arora as Managing Director of the Company for a further period of 5 years.

Terms of his re-appointment:

He will perform his respective duties as such with regard to all businesses of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

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

He shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

He will be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013

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

The requisite details and information pursuant to the provisions of (i) Listing Regulations (ii) Secretarial

Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in "Annexure" to the notice.

Mr. Surinder Kumar Arora is interested in the resolution set out in Item no 3. Mr. Vijay Kumar Arora, Chairman & Managing Director and Mr. Ashwani Kumar Arora, Managing Director, being related to Mr. Ashwani Kumar Arora

are interested in the said resolution. The other relatives may be deemed to be interested in the resolution set-out respectively at Item Nos. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in Item no 3 of the Notice for approval of the members.

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

Sd/-

Monika Chawla Jaggia

Company Secretary & Compliance Officer

Membership No. F-5150

Address: 4th Floor, MVLi-Park, Sector-15, Gurgaon,
Haryana-122001

Place: Gurugram

Date: January 27, 2025

Annexure

DETAILS OF DIRECTOR AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS:

Particulars	Mrs. Neeru Singh	Mr. Ashwani Kumar Arora	Mr. Surinder Kumar Arora
Date of first appointment on the Board	17th March, 2020	21st June, 2020	21st June, 2020
Age	67 years	60 Years	62 Years
Last gross remuneration including sitting fees (Paid for the financial year 2023-24)	Rs. 0.06 crores	Rs. 2.30 crores	NA
Qualifications & expertise in specific functional area including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements and terms and condition of appointment	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement
Experience	Over 30 years. For more details refer Explanatory Statement	Over 35 years. For more details refer Explanatory Statement	Over 37 years. For more details refer Explanatory Statement
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	No relation with any other Director	Brother of Mr. Surinder Kumar Arora, Managing Director and Mr. Vijay Kumar Arora, Chairman, Managing Director	Brother of Mr. Vijay Kumar Arora, Chairman & Managing Director and Mr. Ashwani Kumar Arora, Managing Director
Number of Meetings of the Board attended during the year (FY 2023-24)	4	4	4
Directorships & Committee Membership/ Chairmanship held in other Listed as well as Public Limited Companies in India	1	3	4
Resignation from the directorship of the listed companies in the past three years	Nil	Nil	Nil
Chairmanships/Membership of Committees in other public limited companies in India*	2	1	1
Shareholding in the Company (No. of shares)	Nil	22,986,920	22,986,920
Shareholding in the Company as a beneficial owner	Nil	1353128	1353217

*Committee position in Audit Committee and Stakeholder Relationship Committee are only considered.