

LT Foods Limited

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

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

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

Notice

Notice is hereby given that 30th Annual General Meeting of the members of LT Foods Limited will be held on Wednesday, September 30, 2020 at 12 Noon through Audio Visual Mode, to transact the following businesses:

Ordinary Business

1. To consider and adopt:

(a) the audited standalone financial statements of the Company for the financial year ended March 31st, 2020, the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statements of the Company for the financial year ended March 31st, 2020.

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

3. To appoint and fix remuneration of M/s MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company

“RESOLVED THAT pursuant to the provisions of Section 139 and Section 142 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. MSKA & Associates, Chartered Accountants, Firm Registration No. 105047W be and are hereby appointed as Statutory Auditors of the Company, to hold office as such from the conclusion of this Annual General Meeting to the conclusion of the fifth consecutive Annual General Meeting at a remuneration of Rs. 4,700,000 (Forty Seven Lakhs Only) per annum plus goods and services tax as applicable, and reimbursement of out of expenses incurred.”

Special Business

4. To appoint Mrs. Neeru Singh(DIN:06987939) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mrs. Neeru Singh (DIN:06987939), who was appointed as Additional Director on 17th March 2020 be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years with effect from date of her appointment”.

“FURTHER RESOLVED THAT, any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts,deeds and to execute any documents to give effect to the appointment”.

5. To increase remuneration of Mr. Ritesh Arora, Head-India Business of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 188 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to increase in remuneration of Ritesh Arora, Head-India Business, from INR 3.5 Lakhs per month to INR. 5.5 Lakhs per month w.e.f 01st October, 2020.

RESOLVED FURTHER THAT Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this.”

6. To reappoint Mr. Surinder Kumar Arora (DIN: 01574728) as Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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 on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the company the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Surinder Kumar Arora (DIN: 01574728), Managing Director of the Company, on rotation basis, for a period of 5 (five) years with effect from 21st June 2020 on the same terms and conditions including remuneration as approved earlier, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment 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, in the event of loss or inadequacy of profits in any of the financial years during the tenure of Mr. Surinder 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. Surinder Kumar Arora in terms of Section 197(10) of the Companies Act, 2013."

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. To reappoint Mr. Ashwani Kumar Arora (DIN:01574773) as Managing Director of the Company and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 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) , recommendation of the Board of Directors of the Company , the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashwani Kumar Arora (DIN: 01574773) Managing Director of the Company for a period of 5 (five) years with effect from 21st June 2020 on the same terms and

conditions including remuneration as approved earlier, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment 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 Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

"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 Companies Act, 2013."

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.

8. Continuation of directorship of Mr. Suparas Bhandari (DIN:0159637), Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

"RESOLVED THAT pursuant to regulation 17(1A) of the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies act, 2013 and relevant rules framed thereunder (including any statutory modification(s)/ amendment(s) / re-enactment(s) thereto), consent of members be and is hereby accorded for continuation of appointment of Mr. Suparas Bhandari [DIN: 00159637], who attains the age of 75 years on 3rd December 2020, Independent Director of the Company, till expiry of his present term which will expire on 11th February 2021.

9. To approve the material Related Party Transactions for the Financial Year 2020-21 and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

"RESOLVED THAT, pursuant to provisions of Section 188 and other applicable provisions,

if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Regulation-23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the proposed material related party transactions between Company and other related parties as mentioned below on the terms and conditions as may be decided by the Board of Directors and Audit Committee keeping in mind the best interest of the Company and agreed by the related party(s).

Name of the Related Party	Nature of Transaction and Proposed Maximum amount	Nature of Relationship
Daawat Foods Limited	Sales/Purchases/Interest received/Rent received/ Corporate Guarantee Charges income/ Expenses on Fleet lease/Reimbursement of Expenses received/ Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets/Corporate Guarantee- Rs. 79,589 Lakhs	Subsidiary Company

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

“RESOLVED FURTHER THAT all Managing Directors, CFO & Company Secretary of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transactions on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution.”

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

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

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

Place: Gurugram
Date: 30th July, 2020

Notes:-

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- In compliance with the provisions of the Companies Act, 2013 (the ‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) and MCA Circulars, 30th AGM of the Company is being conducted through VC/OAVM.
- Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board or governing body’s resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. **The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to fcsdebasis@gmail.com.**
- The Board of Directors, at their meeting held on 30th July 2020, has decided that the special business set out in the AGM Notice, being considered unavoidable, be transacted at this AGM of the Company. The Chairman shall be appointed in accordance with Section 104 of the Companies Act, 2013.
- Brief details of the Directors, who are being re-appointed as per requirements of Regulation 36(3) of the SEBI Listing Regulations & explanatory statement as required under Section 102 of Companies Act, 2013, are annexed hereto.
- The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM, i.e., from 11.45A.M to 12.15P.M. and will be available for 1,000 members on a firstcome first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

8. **Institutional investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.**
9. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
11. In terms of Section-101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020, Notice of 30th AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2020 will also be available on the Company's website 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
12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Members are requested to register their email id and support the green initiative efforts of the Company.
13. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
14. **With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.**
15. SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, **the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form.** The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
18. Members who would like to ask questions on the items of the businesses to be transacted at the meeting can send their questions in advance by emailing to ir@ltgroup.in mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. by Wednesday, 23rd September, 2020. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
19. Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
20. In terms of Section 124(5) of the Act, dividend amount for financial year 2012-13 remaining unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of Section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends for Financial year 2012-13 onwards are requested to approach the Company/RTA for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
21. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

22. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, such person may obtain the user id and password from our RTA or by email request to bssdelhi@bigshareonline.com.
23. Only those members/shareholders, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting at the AGM. However, members who have voted through remote e-voting may attend the AGM.
24. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
30. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
31. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
32. Members to click on 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.

Miscellaneous:-

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

25. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
26. Members are encouraged to join the Meeting through Laptops for better experience.
27. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
28. 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.
29. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at ir@ltgroup.in on or before Wednesday, 23rd September, 2020.
33. **BOOK CLOSURE:-** The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 24th, 2020 to Wednesday, September 30th, 2020 (both days inclusive) for Annual General Meeting.
34. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any
35. 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. 23rd September 2020.
36. The voting period commence on 27th September, 2020 (09:00 AM) and ends on the close of 29th September 2020 (05.00 PM). The e- voting module shall also be disabled by NSDL for voting thereafter.
37. 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 1st October 2020. The results of the e-voting will also be posted on the Company's website www.ltgroup.in and communicated to the stock exchanges where the Company's shares are listed.
38. 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 27th Sept, 2020 at 09:00 A.M. and ends on Tuesday, 29th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial

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

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsdebasis@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 3. Select “EVEN” of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
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 bssdelhi@bigshareonline.com.
 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 bssdelhi@bigshareonline.com.

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:

THE 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.
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.

Annexure to the Notice

The Explanatory Statement as required under Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure) Requirements 2015.

Item no. 3:- To appoint and fix remuneration of M/s MSKA & Associates, Chartered Accountants, as Statutory Auditors of the Company.

As per the provisions of Section 139(2) of the Companies Act, 2013, no listed Company or unlisted public Company having paid up share capital of rupees Ten Crore or more shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In accordance with the said provisions Walker Chandio and Co LLP, Outgoing Auditor, who was appointed as Statutory Auditors of the Company in the AGM held 18th September, 2015 can hold the office of Statutory Auditors till the AGM to be held in the year 2020 and accordingly is now not eligible to be re-appointed as Statutory Auditors of the Company.

The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the fifth consecutive Annual General Meeting. The Board of Directors at its meeting held on 30th July 2020, after considering the recommendation of the Audit Committee, had recommended the appointment of MSKA & Associates, Chartered Accountants, (Firm Registration No.105047W), as the Statutory Auditors of the Company for approval of the members, at a remuneration of Rs. 4,700,000 (Forty Seven Lakhs Only) per annum plus goods and services tax and reimbursement of out of pocket expenses incurred. The services includes consolidation of financial results as well.

The proposed Auditors will hold office for a period of five consecutive terms from the conclusion of this Annual General Meeting. MSKA & Associates, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

MSKA & Associates, Chartered Accountants has significant expertise in the field of auditing, taxation, management consultancy and corporate advisory services. There is no change in the fees payable to the proposed statutory auditors as compared to the fees given to the outgoing auditors

MSKA & Associates is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the PCAOB (US Public Company

Accountancy Oversight Board). MSKA & Associates offers a wide range of services in Audit Assurance, Tax and Advisory domain led by industry experts with deep knowledge pockets and driven by a commitment to deliver high – quality services to all clients. The Board is satisfied and is of the view that MSKA & Associates, have the requisite credentials required for their appointment as the statutory auditors of the Company. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item-4:- Appointment of Mrs. Neeru Singh as Independent Director

Mrs. Neeru Singh was appointed as Additional Director on 17th March 2020 through circular resolution passed by the Board of Directors. Her term as Additional Director is till the conclusion of this Annual General Meeting.

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

Mrs. Neeru Singh is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Neeru Singh for the office of Directors of the Company.

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

In the opinion of the Board, Mrs. Neeru Singh fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Copy of the draft appointment letter for appointment of Mrs. Neeru Singh as Independent Directors setting out the terms and conditions are available for e-inspection by members upon request.

LT Foods Limited

None of the Directors except Mrs. Neeru Singh is interested in the resolutions set out at Item Nos. 4 of the Notice.

The relatives of Mrs. Neeru Singh may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Resolution set out at Item Nos. 4 of the Notice for approval by the shareholders.

Item-5:- Increase in Remuneration of Ritesh Arora, Head-India Business

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

Being related Party, an increase in remuneration is as per the provisions of Sections 188(1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board & Its Power) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) required shareholders' consent. The remuneration is proposed to be fixed at Rs. 5,50,000/- (Rupees Five Lakhs Fifty Thousand only) per month. Mr. Ritesh Arora is interested in the resolution to the extent of his shareholding in the Company.

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

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set-out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company

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

Item-6:- Reappointment 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, 2015 (further approved by the members in the AGM held in 2015), at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is now proposed to seek the members' approval for the reappointment of Mr. Surinder Kumar Arora as Managing Director for a further period of 5 years with effect from 21st June 2020 on the same terms and conditions as

earlier approved by the Shareholders. For the reference of shareholders, presently Mr. Surinder Kumar Arora is drawing remuneration from Daawat Foods Limited, one of material subsidiary of the Company.

None of the Directors except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora are interested in the resolutions set out at Item Nos. 6 of the Notice.

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set-out respectively at Item Nos. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Resolution set out at Item Nos. 6 of the Notice for approval by the shareholders.

Item-7:- Reappointment 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, 2015 (further approved by the members in the AGM held in 2015), at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board. It is now proposed to seek the members' approval for the, reappointment of Mr. Ashwani Kumar Arora as Managing Director for a further period of 5 years with effect from 21st June 2020, on the same terms and conditions as approved by the shareholders.

None of the Directors except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora are interested in these resolutions set out at Item Nos. 7 of the Notice.

The relatives of Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora & Mr. Surinder Kumar Arora may be deemed to be interested in the resolutions set-out respectively at Item Nos. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Resolution set out at Item Nos. 7 of the Notice for approval by the shareholders.

Item-8:- Continuation of directorship of Mr. Suparas Bhandari, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of

75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Suparas Bhandari was appointed on 12th February 2016 as Additional Director and then appointment was approved by the members in Annual General Meeting held in September 2016 for a period of 5 years till 11th February 2021. On 3rd December 2020 Mr Suparas Bhandari will attain the age of 75 years. Despite of his age, his contribution to the decision making in the Company is outstanding. He has attended 6 Board meetings out of 7 board meetings held in last financial

year, therefore approval of members by special resolution is required to continue his term till 11th February 2021.

None of the Directors except Mr Bhandari is interested in the resolutions set out at Item No. 8 of the Notice.

The relatives of Mr. Bhandari may be deemed to be interested in the resolutions set out respectively at Item Nos. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at Item no. 8 of the Notice for approval by the shareholders.

Information as per Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 with respect to Mrs. Neeru Singh, Mr. Surinder Kumar Arora, Mr. Ashwani Kumar Arora and Mr Suparas Bhandari is as follows-

Name of the Director	Neeru Singh	Surinder Kumar Arora	Ashwani Kumar Arora	Suparas Bhandari
Brief Resume	Mrs. Neeru Singh, member of Indian Administrative Service has over 30 years of experience with Indian Government and United Nations. She is instrumental in formulating the policy for United Nations Procurement and has vast experience in Budgeting and Finance, Procurement, Programme Management,	A matriculate with an experience of over 33 years, joined the partnership firm (LCTR) consisting of family members and has been associated with the Company since its inception. He has vast experience in procurement, production and plant operation.	An Alumni of Harvard Business school and a Commerce graduate, Mr. Ashwani Kumar Arora is the CEO, CFO and Managing Director of the Company. He is having more than 30 years of rich experience in running the Company's	Mr Suparas Bhandari was the first Chairman-cum- Managing Director of Agriculture Insurance Company of India Ltd. (AIC). Mr Bhandari started his career in the Insurance industry in 1966. He rose to become Director and General Manager in Oriental Insurance Company of India Limited, New Delhi, before taking up the reins of AIC.

LT Foods Limited

Name of the Director	Neeru Singh	Surinder Kumar Arora	Ashwani Kumar Arora	Suparas Bhandari
	Human Resource Management, Inter-Agency Affairs, Results Based Budgeting and management. Mrs. Neeru Singh has also worked with UN-Habitat, World Food Programme, International Fund for Agricultural Development, UNECA and the UN Secretariat.		business which includes driving the strategy, business performance, operations, finance and marketing. He is also actively involved in strengthening internal controls and systems of the Company	In AIC, being the 1st Chairman-cum-MD, he set up the company, created the infrastructure and inducted the manpower to run the company in the most efficient manner. During his 38 years of service, Mr Bhandari had undertaken various assignments and had been credited with the title of "Rural Insurance Man" on achieving the highest premium for Cattle Insurance in 1986. Almost throughout his career, he had worked on the operational side mostly in rural areas and thus had a complete knowledge of the challenges involved in taking insurance to the rural masses. He was involved in designing various innovative insurance products and also involved in simplifying underwriting and claims procedures to suit the needs of illiterate farmers. He comes from the culturally rich state of Rajasthan. On the educational front, Mr.Bhandari is a Bachelor of Sciences as well as a Bachelor of Law.
Nature of expertise in specific functional area	Expertise in budgeting, finance and human resource management Raising the governance standards of the Company and effective Board	Promoter having vast experience in running thae state of art plant at optimum cost while delivering best quality across complete value chain	Promoter having vast experience of creating and growing brands across geographies with strong controls and processes across various functions.	Founder of Agricultural Insurance Company, holding vast experience with the Agricultural Industry
Relationship between Directors inter-se	Not related to any other Director	Related to Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora.	Related to Mr. Vijay Kumar Arora, Mr. Surinder Kumar Arora.	None
Name of Listed Companies in which the person holds directorship and the membership of the committee of the board.	NA	NA	NA	J.K Cement Limited
Shareholding of Non-Executive Director	None	NA	NA	None

Item-9:-Approval of all Material Related Party Transactions for the Financial Year 2020-2021

The Board of Directors of the Company approved all Material Related Party Transactions on the recommendation of Audit Committee for the Financial Year 2020-21 subject to the approval of the members.

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

Since the transactions are between the Companies which are related parties as per the provisions of Section 2(76) of the Companies Act, 2013, the proposed sale, purchase, loan, investment, guarantee(s) / security(ies), interest, rent, corporate guarantee charges, expenses, business support services, sale and purchase of fixed assets, corporate guarantee etc. would attract provisions of Section 188 of the Companies Act, 2013 and therefore require shareholder’s approval.

The disclosures required being provided under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members:

- 1. Name of the related party and nature of relationship: As per the below table**
- 2. Name of the director or key managerial personnel who is related, if any: As per below table**
- 3. Nature of relationship: - As per below table**

Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship
Daawat Foods Limited	Vijay Kumar Arora, Ashwani Kumar Arora, Ashok Kumar Arora, Surinder Kumar Arora	Subsidiary Company

4. Nature, material terms, monetary value and particulars of the contract or arrangement: As may be decided by the Board of Directors at relevant time within the overall limits of Rs. 79,589 Lakhs during the financial year 2020-21.

5. **Any other information relevant or important for the members to take a decision on the proposed resolution: NIL**

The Directors approved this item on the 30th July, 2020 and recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Ordinary Resolution.

All the related party transactions are conducted on arms length basis and will be in the ordinary course of business.

The related party transactions are need of the business.

Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution to the extent of their shareholding and directorship in other companies.

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

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

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

Place: Gurugram
Date: 30th July, 2020