



LT Foods

LT FOODS LIMITED

CORPORATE OFFICE

MVL - I Park, 4th Floor Sector -15, Gurugram-122001,

Haryana, India. T. +91-124-3055100 F. +91-124-3055199

CIN No. : L74899DL1990PLC041790

Registered Office

Unit No. 134, 1st Floor, Rectangle-1, Saket District Center, Saket,
New Delhi -110017, India. T. +91-11-29565344 F. +91-1129563099

Ref- LTF/ SE/ 2021-22

2nd March, 2022

To:

BSE Limited Corporate Relationship Department 1st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Mumbai – 400 001 SCRIP CODE: 532783	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 SYMBOL: DAAWAT
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Sub:- Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of the Postal Ballot Notice dated 31st January, 2022, sent by the Company to its shareholders for seeking consent by way of Ordinary Resolutions.

We request you to kindly take the same on record.

Thanking you,

Yours truly

For LT Foods Limited

Monika Chawla Jaggia
Company Secretary
Membership No. F5150

www.ltgroup.in





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

Website:-www.ltgroup.in; Telefax:- 0124-3055199, Email:-ir@ltgroup.in

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Rules') read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular number 10/2021 dated June 23, 2021 and General Circular number 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), for seeking consent of the shareholders of LT Foods Limited ("the Company"), to pass the proposed resolutions in this Notice, as Ordinary resolution(s) through Postal Ballot by way of remote electronic voting (e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for the present Postal Ballot and Notice of the Postal Ballot is being sent only through electronic mode. The communication of the assent or dissent of the Members would only take place through the remote e-voting, provided by the Company.

The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the Resolution setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("the Board") in its meeting held on 31st January, 2022, has appointed Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries as Scrutinizer, to conduct the Postal Ballot by Remote E-voting process in a fair and transparent manner.

The Company has engaged National Securities Depository Limited ("NSDL") for the purpose of facilitating remote e-voting facility to all its Members. Remote e-voting shall commence from 2nd March, 2022 at 9.00 A.M. (IST) and shall end on 31st March, 2022 at 5.00 P.M. (IST).

The Ordinary Resolutions, if approved, shall be deemed to have been passed on the last date of remote e-voting, i.e. 31st March, 2022.

SPECIAL BUSINESS:

ITEM NO. 1: Approval of Material Related Party Transactions with Daawat Foods Limited for the Financial Year 2022-23

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to enter into below mentioned Material Related Party Transactions with Daawat Foods Limited during the financial year 2022-23, on the terms and conditions as 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).

Nature of Transaction	Proposed Maximum Amount of Transactions	Nature of Relationship
Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Expenses on Fleet lease/ Reimbursement of Expenses / Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets	Rs. 905 Crores	Material Subsidiary Company

RESOLVED FURTHER THAT all Executive Directors, Chief Financial Controller and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

ITEM NO. 2: Approval of Material Related Party Transactions of the Subsidiaries of LT Foods Limited with LT Foods Americas Inc (Wholly Owned Subsidiary of LT Foods Limited) for the Financial Year 2022-23

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for following subsidiaries of LT Foods Limited to enter into the Material Related Party Transactions (in aggregation) with LT Foods Americas Inc. (wholly owned subsidiary of LT Foods Limited) on terms and conditions as decided by the Board of Directors and Audit Committee of the Company:

Sl. No.	Name of the Subsidiary Company	Nature of Transactions	Proposed Maximum Amount of Transactions (In crores)
1	Daawat Foods Limited	Sales and Reimbursement of Expenses	348
2	Raghunath Agro Industries Private Limited		124
3	Nature Bio Foods Limited		110
4	Eco Pure Specialities Limited		60
	Total		642

“RESOLVED FURTHER THAT all Executive Directors, Chief Financial Controller and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient 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, MVL i-Park, Sector-15, Gurgaon, Haryana-122 001

Place: Gurugram

Date: 31st January, 2022

NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts 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 No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and Circular number 20/2021 dated December 8, 2021(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, 18th February, 2022** (“**Cut-off Date**”). A person who is not a member as on **Friday, 18th February, 2022**, 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, the relevant section of the website of the Stock Exchanges viz. BSE and NSE whenever uploaded by them and on the website of NSDL at <https://www.evoting.nsdl.com>.
3. The Postal Ballot Notice is being sent only through electronic mode to Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **Friday, 18th February, 2022** (“**Cut-off Date**”) and 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, 18th February, 2022**.
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 on **Wednesday, 2nd March, 2022 at 9:00 A.M. (IST)** and ends on **Thursday, 31st March, 2022 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, 18th February, 2022**, may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned hereinbelow. 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:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on 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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"><div style="text-align: center;"> App Store</div><div style="text-align: center;"> Google Play</div></div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"><div style="text-align: center;"></div><div style="text-align: center;"></div></div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

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

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification

Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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.
2. Select "EVEN" of company for which you wish 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 pcsdebasis@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 Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com. For any grievances connected with the facility for remote e-voting please contact Ms. Pallavi Mhatre, Manager, NSDL, Trade World, A Wing, 4th floor, Kamala Mills Compound, Senapati Bapat Marg. Lower Parel, Mumbai, Maharashtra 400013 or email at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ir@ltgroup.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ir@ltgroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

VOTING RESULTS:

The Scrutiniser shall, immediately after the conclusion of the voting, count the votes cast during Postal Ballot through remote e-voting and make a Scrutiniser's report of the total votes cast in favour or against or invalid, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect within stipulated timelines of the conclusion of the voting period (viz. on or before 2nd April, 2022), who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutiniser's report shall be placed on the Company's website at www.ltgroup.in and on the website of NSDL and shall also be communicated to the stock exchanges viz BSE Limited & National Stock Exchange of India Ltd. where the shares of the Company are listed. The resolution shall be deemed to have been passed on 31st March, 2022, (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 SETTING OUT ALL THE MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the business mentioned in the accompanying Notice dated 31st January, 2022.

Item No. 1 Approval of Material Related Party Transactions with Daawat Foods Limited for the Financial Year 2022-23

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the prior consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company, as per the last Audited Financial Statements of the Company. The last Annual Audited Consolidated Turnover of LT Foods Limited for the financial year 2020-21 was Rs. 4644.34 crores and 10% of the Annual Consolidated Turnover is Rs. 464.43 crores.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Daawat Foods Limited, subject to the approval of the members, which was placed before them at its respective meetings held on 31st January, 2022. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and Accordingly, the members' approval is sought for the same.

Nature of the Transactions	Nature of Relationship	Proposed Maximum Amount of Transactions
Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Expenses on Fleet lease/ Reimbursement of Expenses/ Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets	Material Subsidiary Company	Rs. 905 Crores

INFORMATION AS PER THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 AND PROVISIONS OF COMPANIES ACT, 2013

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

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

The proposed transactions include Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Expenses on Fleet lease/ Reimbursement of Expenses/ Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All Transactions shall be carried out on arm's length basis and in the ordinary course of business of the Company.

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

Name of the Related Party	Relationship with Listed Entity	Nature of Concern or Interest
Daawat Foods Limited	Material Subsidiary Company	LT Foods Limited holds 70.09% of the Equity Share Capital and 100% Preference Share Capital of the Related Party

c. Tenure of the proposed transaction- 1st April, 2022 to 31st March, 2023

d. Value of the proposed Transactions: Rs. 905 Crores (Proposed Maximum Amount for all the Transactions)

e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction-Approximately 19%

For a Related Party Transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis: Approximately 86%

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

Daawat Foods Limited is a material subsidiary Company of LT Foods Limited and have been able to supply consistent quality at competitive price in line with the company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

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

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

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

No such valuation or other external report is relied upon as of now. However, company will provide a copy through the registered email address of the shareholders, in future, if anything in this obtained by the company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora and Mr. Surinder Kumar Arora and their relatives, are in any way concerned or interested in this resolution.

Accordingly, the Board recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Ordinary Resolution.

ITEM NO. 2: Approval of Material Related Party Transactions of the Subsidiaries of LT Foods Limited with LT Foods Americas Inc (Wholly Owned Subsidiary of LT Foods Limited) for the Financial Year 2022-23

SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 has introduced substantial changes in the Related Party Transaction framework and accordingly has expanded the definition of Related Party Transactions which includes the transactions of subsidiaries with its Related parties. Therefore, the Listed company or the subsidiary on one hand having a transaction with a related party on the other hand requires to be aggregated and if the transaction is material, prior approval of the shareholders is required.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company, as per the last audited financial statements of the company. The last Audited Annual Consolidated Turnover of LT Foods Limited for the financial year 2020-21 was Rs. 4644.34 crores and 10% of the Annual Consolidated Turnover is Rs. 464.43 crores.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions of subsidiaries (in aggregation) with LT foods Americas Inc., subject to the approval of the members, which was placed before them at its respective meetings held on 31st January, 2022. Further, the said transactions qualify as material Related Party transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same. Further, to mention that the transaction of LT Foods Limited with the LT Foods Americas Inc. are exempted for taking the approval and therefore are not taken into consideration for approval of the shareholders.

Sl. No.	Subsidiary Name	Nature of Transactions	Proposed Maximum Amount (In crores)
1	Daawat Foods Limited	Sales and Reimbursement of Expenses	348
2	Raghunath Agro Industries Private Limited		124
3	Nature Bio Foods Limited		110
4	Eco Pure Specialities Limited		60
	Total		642

INFORMATION AS PER THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 AND PROVISIONS OF COMPANIES ACT, 2013

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

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

The Proposed Transactions include the Sales and the Reimbursement of Expenses. The Audit Committee has advised to execute the transactions as per the prevailing market conditions. All Transactions shall be carried out on arm's length basis and in the ordinary course of business of the Company.

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

Name of the Related Party	Relationship with Listed Entity	Nature of Concern or Interest
Daawat Foods Limited (DFL)	Material Subsidiary Company	LT Foods Limited holds 70.09% of the Equity Share Capital of DFL and 100% Preference Share Capital of DFL
Nature Bio Foods Limited (NBFL)	Subsidiary Company	LT Foods Limited holds 99.95% of the Equity Share Capital of NBFL.
Raghunath Agro Industries Private Limited (RAIPL)	Subsidiary Company	LT Foods Limited holds 96% of the Equity Share Capital of RAIPL.
Eco Pure Specialities Limited (EPSL)	Subsidiary Company	LT Foods Limited holds 99.95% of the Equity Share Capital of EPSL.

c. Tenure of the proposed transaction- 1st April, 2022 to 31st March, 2023.

f. Value of the proposed Transaction: Rs. 642 crores. (Proposed Maximum Amount for all the Transactions)

d. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: Not Applicable since the Proposed transactions do not contain transactions with LT Foods Limited.

For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis;

1. Daawat Foods Limited- Approximately 33%
2. Nature Bio Foods Limited- Approximately 28%
3. Raghunath Agro Industries Private Limited- Approximately 43%
4. Eco Pure Specialities Limited - Approximately 32%

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

The aforementioned Subsidiary Companies of LT Foods Limited have been able to supply consistent quality at competitive price in line with the LT Foods America's supply schedules and have been able to achieve and prove themselves as reliable partner in the growth journey of the Company. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

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

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

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

No such valuation or other external report is relied upon as of now. However, company will provide a copy through the registered email address of the shareholders in future if anything in this obtained by the company

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora and Mr. Surinder Kumar Arora and their relatives, are in any way concerned or interested in this resolution.

Accordingly, the board recommends the resolution as set out in the accompanying Notice for the approval of members of the Company by Ordinary 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, MVL i-Park, Sector-15, Gurgaon, Haryana-122 001

Place: Gurugram

Date: 31st January, 2022