

# Corporate Governance

General information about company	
Scrip Code	532783
NSE Symbol	LTFOODS
MSEI Symbol	NOTLISTED
ISIN	INE818H01020
Name of the entity	LT Foods Limited
Date of start of financial year	01-APR-2024
Date of end of financial year	31-MAR-2025
Reporting Quarter	Half Yearly
Date of Report	30-Sep-2024
Risk management committee	Applicable

<b>Annexure I</b>
<b>Annexure I to be submitted by listed entity on quarterly basis</b>
<b>I. Composition of Board of Directors</b>

Disclosure of notes on composition of board of directors explanatory											
Whether the listed entity has a Regular Chairperson											Yes
Whether Chairperson is related to MD or CEO											Yes
Disqualification of Directors under section 164 of:											
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification
1	Mr.	VIJAY KUMAR ARORA	AADPA2122Q	00012203	Executive Director	Chairperson related to Promoter	MD	16-Jan-1958	No		
2	Mr.	ASHWANI KUMAR ARORA	AEIPA8562R	01574773	Executive Director	Not Applicable	CEO-MD	31-Mar-1965	No		
3	Mr.	SURINDER KUMAR ARORA	AELPA3150N	01574728	Executive Director	Not Applicable	MD	21-Dec-1962	No		
4	Mr.	ABHIRAM SETH	AASPS0522R	00176144	Non-Executive - Independent Director	Not Applicable		09-Dec-1951	No		
5	Mrs.	NEERU SINGH	ANBPS6996H	06987939	Non-Executive - Independent Director	Not Applicable		22-Nov-1957	No		
6	Mrs.	AMBIKA SHARMA	AIDPS0587K	08201798	Non-Executive - Independent Director	Not Applicable		16-Jul-1962	No		
7	Mr.	ALRUMAIH SULAIMAN ABDULRAHMAN S	ZZZZZ9999Z	09091328	Non-Executive - Non Independent Director	Not Applicable		10-Mar-1978	No		
8	Mr.	Satish Chander Gupta	AAJPG2317F	00025780	Non-Executive - Independent Director	Not Applicable		05-May-1947	No		
9	Mr.	Raju Lal	AAQPR9506A	10347298	Non-Executive - Independent Director	Not Applicable		30-Apr-1963	No		

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	

<b>Audit Committee Details</b>	
Whether the Audit Committee has a Regular Chairperson	Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Chairperson	22-Jul-2021		
2	08201798	AMBIKA SHARMA	Non-Executive - Independent Director	Member	03-May-2021		
3	06987939	NEERU SINGH	Non-Executive - Independent Director	Member	03-May-2021		
4	09091328	ALRUMAIH SULAIMAN ABDULRAHMAN S	Non-Executive - Non Independent Director	Member	28-Feb-2023		
5	10347298	Raju Lal	Non-Executive - Independent Director	Member	25-Jul-2024		

<b>Nomination and remuneration committee</b>	
Whether the Audit Committee has a Regular Chairperson	Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Chairperson	22-Jul-2021		
2	06987939	NEERU SINGH	Non-Executive - Independent Director	Member	03-May-2021		
3	08201798	AMBIKA SHARMA	Non-Executive - Independent Director	Member	03-May-2021		



<b>Stakeholders Relationship Committee</b>	
Whether the Audit Committee has a Regular Chairperson	Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	06987939	NEERU SINGH	Non-Executive - Independent Director	Chairperson	22-Jul-2021		
2	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Member	22-Jul-2021		
3	01574773	ASHWANI KUMAR ARORA	Executive Director	Member	22-Jul-2021		
4	01574728	SURINDER KUMAR ARORA	Executive Director	Member	22-Jul-2021		

<b>Risk Management Committee</b>	
Whether the Audit Committee has a Regular Chairperson	Yes

Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Ren
1	01574773	ASHWANI KUMAR ARORA	Executive Director	Chairperson	22-Jul-2021		
2	00176144	ABHIRAM SETH	Non-Executive - Independent Director	Member	22-Jul-2021		
3	02259429	ASHOK KUMAR ARORA	President Punjab Operations	Member	22-Jul-2021		
4	09091328	ALRUMAIH SULAIMAN ABDULRAHMAN S	Non-Executive - Non Independent Director	Member	28-Feb-2023		
5	10347298	Raju Lal	Non-Executive - Independent Director	Member	25-Jul-2024		

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Mr. Raju Lal was appointed as Independent Director by passing special resolution as on 14-3-2024 through postal ballot

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attend the meeting*
1	17-May-2024			true	9	9	5
2	25-Jul-2024	68		true	9	7	4
3	29-Aug-2024	34		true	9	8	4

## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending meeting (other than Board of Directors)
1	Audit Committee	17-May-2024				true	4	4	3	0
2	Audit Committee	25-Jul-2024	68			true	4	3	3	0
3	Nomination and remuneration committee	17-May-2024				true	3	3	3	0
4	Nomination and remuneration committee	25-Jul-2024	68			true	3	2	2	0
5	Stakeholders Relationship Committee	25-Jul-2024	68			true	4	3	1	0
6	Risk Management Committee	25-Jul-2024				true	3	1	0	1
7	Audit Committee	29-Aug-2024	34			true	5	4	3	0

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No details of non-compliance m be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Disclosure of notes on related party transactions	
Disclosure of notes of material transaction with related party	



<b>Details of Cyber security incidence</b>	
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

Sr	Date of the event	Brief details of the event
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<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance statu (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

9	Any comments/observations/advice of Board of Directors may be mentioned here:	Corporate Governance Report for the quarter ended June 30, 2024 was placed before the meeting Board of Directors held on July 25, 2024 and the Corporate Governance Report for the quarter ended September 30, 2024 shall be placed in the upcoming meeting of the Board of Directors.
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<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	MONIKA CHAWLA JAGGIA
2	Designation	Company Secretary and Compliance Officer

<b>Annexure III</b>				
<b>III. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non compliance may be given h
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	0	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	0	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	0	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	0	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	0	
6	Submission of Annual Secretarial Compliance Report	24A(2)	0	
7	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	0	
Any other information to be provided				

<b>Annexure III</b>		
1	Name of signatory	MONIKA CHAWLA JAGGIA
2	Designation	CFO

<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability			
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Corporate Guarantee	343400000	98941973.72
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
<b>II. Affirmations</b>			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes		
Name	SACHIN GUPTA		
Designation	CFO		
Place	GURUGRAM		
Date	17-Oct-2024		



