

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **LT Foods Limited**

2. Quarter ending - **March, 2020**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Dir ect or	D I N	P A N	Cat eg ory (Ch air pers on / Exe cut iv e/ No n- Exe cut iv e/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D a t e of A p p o i n t m e n t	Dat e of App oint ment	Dat e of ces sati on	T e n ure	D a t e of Bir th	Wh eth er spe cial res olut ion pas sed ?	D a t e of p a ss in g s p e ci al res olut ion	N o. of Di rec tor s hi p in lis ted ent itie s in clu ding this lis ted ent ity	No of Inde pend ent Dire ctor ship in lis ted entitie s in clud ing this lis ted ent ity	No of me mber ships in Au dit/ Sta keh older Com mit tee(s) in clud ing this lis ted ent ity	No of po st of Ch air pers on in Au dit/ St ak eh older Com mit tee held in lis ted ent itie s in clud ing this lis ted ent ity	Me mber shi p in Com mit tees of the Com pany	Rem arks
M r.	Par mod Bh agat	0 0 1 9 8 0 9	A A R P B 4 1	ID		09- Sep - 201 4	30- Sep- 2019	06- Feb - 202 0	6 5	1 6- Oct - 1 9	NA		1	1	0	2	AC,SC ,NRC	

		2	5						5								
		6	F						1								
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r.	esh	0	N	,ND	No	Nov-			0-							,NRC	
	ku	3	O		v-	200			M								
	mar	0	P		9	9			ar								
	Sri	2	S						-								
	vas	2	8						1								
	tav	2	2						9								
	a	3	4						5								
			5						7								
			A														
M	Ra	0	A	ID	09-	30-	06-	6	2	NA		2	2	3	1	AC,SC	
rs	dha	2	T		Sep	Sep-	Feb	5	4-							,NRC	
.	Sin	2	Y		-	2019	-		N								
	gh	2	P		201		202		o								
		7	S		4		0		v-								
		8	9						1								
		5	5						9								
		4	9						4								
			8	J					6								
M	Vij	0	A	C,E	29-	30-		6	1	NA		1	0	0	0		
r.	ay	0	A	D	Sep	Sep-		6	6-								
	Ku	0	D		-	2019			Ja								
	mar	1	P		201				n-								
	Aro	2	A		4				1								
	ra	2	2						9								
		0	1						5								
		3	2						8								
			2														
			Q														
M	As	0	A	ED	21-	21-			3	NA		1	0	0	0		
r.	hw	1	EI		Jun	Jun-			1-								
	ani	5	P		-	2015			M								
	Ku	7	A		201				ar								
	mar	4	8		5				-								
	Aro	7	5						1								
	ra	7	6						9								
		3	2						6								
			R						5								
M	Sur	0	A	ED	21-	21-			2	NA		1	0	0	0		
r.	ind	1	E		Jun	Jun-			1-								
	er	5	L		-	2015			D								
	Ku	7	P		201				ec								
	mar	4	A		5				-								
	Aro	7	3						1								
	ra	2	1						9								
		8	5						6								
			0						2								

			N														
M r.	Sup ara s Bh and ari	0 0 1 5 9 6 3 7	A A N P B 5 8 9 6 L	ID		12- Feb - 201 6	12- Feb- 2016		4 9	0 3- D ec - 1 9 4 5	NA		2	2	2	1	AC,SC ,NRC
M r.	Go kul Pat nai k	0 0 2 7 9 1 5	A K IP P 1 6 0 8 H	ID		29- Ma r- 201 6	29- Mar- 2016		4 8	1 5- N o v- 1 9 4 6	NA		2	2	1	1	AC,SC ,NRC
M s.	Ne eru Sin gh	0 6 9 8 7 9 3 9 9 6 H	A N B P S 6 9 9 6 H	ID		17- Ma r- 202 0	17- Mar- 2020		0	2 2- N o v- 1 9 5 7	NA		0	0	0	0	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Radha Singh	ID	Member	09-Sep-2014	06-Feb-2020
2	Parmod Bhagat	ID	Chairperson	09-Sep-2014	06-Feb-2020
3	Gokul Patnaik	ID	Chairperson	06-Feb-2020	
4	Rajesh kumar Srivastava	NED,ND	Member	09-Nov-2009	
5	Suparas Bhandari	ID	Member	06-Feb-2020	

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Radha Singh	ID	Member	09-Sep-2014	06-Feb-2020
2	Parmod Bhagat	ID	Chairperson	09-Sep-2014	06-Feb-2020
3	Rajesh kumar Srivastava	NED,ND	Member	09-Nov-2009	
4	Suparas Bhandari	ID	Chairperson	06-Feb-2020	
5	Gokul Patnaik	ID	Member	06-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Radha Singh	ID	Chairperson	09-Sep-2014	06-Feb-2020
2	Parmod Bhagat	ID	Member	09-Sep-2014	06-Feb-2020
3	Rajesh kumar Srivastava	NED,ND	Member	09-Nov-2009	
4	Suparas Bhandari	ID	Member	06-Feb-2020	
5	Gokul Patnaik	ID	Chairperson	06-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
07-Nov-2019	06-Feb-2020	Yes	7	4
13-Dec-2019	12-Feb-2020	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	54

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during	Date(s) of meeting of the	Whether requirement	Number of Directors	Number of independent
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	of the committee in the previous quarter	committee in the relevant quarter	of Quorum met (Yes/No)	present	directors present
Audit Committee	07-Nov-2019		Yes	4	3
Audit Committee	13-Dec-2019		Yes	3	3
Audit Committee		06-Feb-2020	Yes	4	3
Stakeholders Relationship Committee	07-Nov-2019		Yes	4	3
Stakeholders Relationship Committee		06-Feb-2020	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	54

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	MATERIAL RELATED PARTY TRANSACTIONS FOR THE QUARTER ENDED 31st MARCH, 2020 AMOUNT IN ` CRORE Name of the Related Party Material related party Daawat Foods Limited Nature of Relationship Sale, Purchase or supply of rice and other materials, fixed assets / machinery spares, rent, Corporate guarantee charges, Interest, Freight, Fumigation and Corporate Service charges 136.44 Subsidiary Company
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VI. **Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- 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**
- 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**

5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Monika Chawla Jaggia**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://ltgroup.in/about
Terms and conditions of appointment of	Yes		http://ltgroup.in/pdf/ter
Composition of various committees of	Yes		-
Code of conduct of board of directors and	Yes		http://ltgroup.in/pdf/LT-
Details of establishment of vigil mechanism/	Yes		http://ltgroup.in/pdf/wh
Criteria of making payments to non-	Yes		http://ltgroup.in/pdf/Cri
Policy on dealing with related party	Yes		http://ltgroup.in/pdf/pol
Policy for determining 'material' subsidiaries	Yes		http://ltgroup.in/pdf/Pol
Details of familiarization programs imparted	Yes		http://ltgroup.in/pdf/fa
Email address for grievance redressal and other relevant details entity who are	Yes		http://ltgroup.in/contact
Contact information of the designated	Yes		http://ltgroup.in/contact
Financial results	Yes		http://www.ltgroup.in/p
Shareholding pattern	Yes		http://www.ltgroup.in/p
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		http://www.ltgroup.in/pdf/Intimation_for
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		http://ltgroup.in/pdf/Int
Credit rating or revision in credit rating	Yes		http://www.ltgroup.in/p
Separate audited financial statements of	Yes		http://www.ltgroup.in/p
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.ltgroup.in/pdf/familiarization-
Materiality Policy as per Regulation 30	Yes		http://www.ltgroup.in/p
Dividend Distribution policy as per	Yes		http://www.ltgroup.in/p
It is certified that these contents on the	Yes		www.ltgroup.in
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	Two Independent Directors of the
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	No	Mr. Parmod Bhagat and Mr. Radha Singh
<i>Other Corporate Governance requirements with respect to subsidiary of</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Not Applicable	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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Other Information	<p>As per Regulation 17 of SEBI Listing Regulations, the listed entity with a executive Chairperson should have atleast half of the its Directors as Independent.</p> <p>In our case, Mr. Parmod Bhagat and Mrs.Radha Singh, the Independent Directors of the Company resigned from the Board as on 06th Feb, 2020.</p> <p>Ms. Neeru Singh was appointment as Independent Director on 17th March, 2020. We need to have one more Independent Director to have the composition of Directors as required in listing regulations.</p> <p>The Current composition includes seven Directors.Out of seven Directors, three are executive Directors, three are Independent and one is Nominee Director.</p> <p>The Company is in the process of appointment another Independent Director to have composition of Directors as per the law.</p>
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : MONIKA CHAWLA JAGGIA
Designation : Company Secretary & Compliance Officer