

**CORPORATE GOVERNANCE REPORT**

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **LT FOODS LIMITED**  
 2. Quarter ending - **31<sup>ST</sup> MARCH 2021**

**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 ego ry (Ch airp ers on /Exe cutiv e/No n- Exec utive/ Inde pend ent/ Nomi nee)	S u b C a t e g o r y	Ini tia l D ate of A p p oi nt m e nt	Dat e of App oint m e nt	Dat e of ces sati on	T e n ur e	D at e of Bir th	Wh eth er spe cial res olut ion pas sed ?	D at 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 includ ing this lis ted ent ity	No of me mb ers hi ps in Au dit/ Sta keh old er Com mit tee(s) includ ing this lis ted ent ity	No of pos t of Ch air pers on in Au dit/ St ak eh old er Com mit tee held in lis ted ent itie s includ ing this lis ted ent ity	Me mbe rshi p in Com mit tees of the Com pany	Rem arks
M r.	Raj esh ku mar Sri	0 0 3 0 2	A N O P S	NED ,ND		09- No v- 200 9	09- Nov- 2009			2 0- Mar -	NA		1	0	2	0	AC,SC ,NRC	

	vas tav a	2 2 3	8 2 4 5 A						1 9 5 7								
M r.	Vij ay Ku mar Aro ra	0 0 1 2 2 0 3	A A D P A 2 1 2 2 Q	C,E D	29- Sep - 201 4	30- Sep- 2019			1 6- Ja n- 1 9 5 8	NA		1	0	0	0		
M r.	As hw ani Ku mar Aro ra	0 1 5 7 4 7 3	A EI P A 8 5 6 2 R	ED	21- Jun - 201 5	21- Jun- 2020			3 1- Mar - 1 9 6 5	NA		1	0	0	0		
M r.	Sur ind er Ku mar Aro ra	0 1 5 7 4 7 2 8	A E L P A 3 1 5 0 N	ED	21- Jun - 201 5	21- Jun- 2020			2 1- Dec - 1 9 6 2	NA		1	0	0	0		
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- 2021	1		0 3- Dec - 1 9 4 5	Yes	3 0- Sep - 2 0 2 0	2	2	2	1	AC,SC ,NRC	
M r.	Go kul Pat nai k	0 0 0 2 7 9	A K IP P 1 6	ID	29- Ma r- 201 6	29- Mar- 2021	0		1 5- Nov- 1	NA		2	1	1	1	AC,SC ,NRC	

		1 5	0 8 H						9 4 6								
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		1 2	2 2- N o v- 1 9 5 7	NA		1	1	0	0	
M s.	Am bik a Sha rma	0 8 2 0 1 7 9 8	A I D P S 0 5 8 7 K	ID		10- Ma r- 202 1	10- Mar- 2021		1	1 6- Ju l- 1 9 6 2	NA		1	1	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	Gokul Patnaik	ID	Chairperson	06-Feb-2020	
2	Rajesh kumar Srivastava	NED,ND	Member	09-Nov-2009	
3	Suparas Bhandari	ID	Member	06-Feb-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

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

Company Remarks	
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Whether Permanent chairperson appointed	Yes
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**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	Rajesh kumar Srivastava	NED,ND	Member	09-Nov-2009	
2	Suparas Bhandari	ID	Member	06-Feb-2020	
3	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
30-Oct-2020	29-Jan-2021	Yes	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	90

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	30-Oct-2020		Yes	3	2
Audit Committee		29-Jan-2021	Yes	3	2
Nomination & Remuneration Committee		29-Jan-2021	Yes	3	2
Nomination & Remuneration Committee		25-Mar-2021	Yes	3	2
Stakeholders Relationship Committee	30-Oct-2020		Yes	3	2
Stakeholders		29-Jan-2021	Yes	3	2

Relationship Committee					
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	90

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	<b>MATERIAL RELATED PARTY TRANSACTIONS FOR THE YEAR ENDED 31st MARCH, 2021</b> Name of the Related Party Material related party transactions Amount(Rs.) Nature of Relationship Daawat Foods Limited Sale, Purchase or supply of rice and other materials, fixed assets / machinery spares, rent, Corporate guarantee charges, Interest, Expense on Fleet Lease, Fumigation and Business Support Service charges/ Reimbursement of expenses/Corporate guarantee 611 Crores Subsidiary Company
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VI. **Affirmations**

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. 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**
4. 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:

%affirmComments%
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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)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
As per regulation 46(2) of the LODR:			
Details of business	Yes		<a href="http://ltgroup.in/about">http://ltgroup.in/about</a>
Terms and conditions of appointment of	Yes		<a href="http://ltgroup.in/pdf/ter">http://ltgroup.in/pdf/ter</a>
Composition of various committees of	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
Code of conduct of board of directors and	Yes		<a href="http://ltgroup.in/pdf/LT-">http://ltgroup.in/pdf/LT-</a>
Details of establishment of vigil mechanism/	Yes		<a href="http://ltgroup.in/pdf/wh">http://ltgroup.in/pdf/wh</a>
Criteria of making payments to non-	Yes		<a href="http://ltgroup.in/pdf/Cri">http://ltgroup.in/pdf/Cri</a>
Policy on dealing with related party	Yes		<a href="http://ltgroup.in/pdf/pol">http://ltgroup.in/pdf/pol</a>
Policy for determining 'material' subsidiaries	Yes		<a href="http://ltgroup.in/pdf/Pol">http://ltgroup.in/pdf/Pol</a>
Details of familiarization programs imparted	Yes		<a href="http://ltgroup.in/pdf/fa">http://ltgroup.in/pdf/fa</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="http://ltgroup.in/contact">http://ltgroup.in/contact</a>
Contact information of the designated	Yes		<a href="http://ltgroup.in/contact">http://ltgroup.in/contact</a>
Financial results	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
Shareholding pattern	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
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		<a href="http://www.ltgroup.in/pdf/call_transcript_Q2_FY">http://www.ltgroup.in/pdf/call_transcript_Q2_FY</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
Credit rating or revision in credit rating	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
Separate audited financial statements of	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="http://www.ltgroup.in/pdf/terms-and-">http://www.ltgroup.in/pdf/terms-and-</a>
Materiality Policy as per Regulation 30	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
Dividend Distribution policy as per	Yes		<a href="http://www.ltgroup.in/p">http://www.ltgroup.in/p</a>
It is certified that these contents on the	Yes		<a href="http://www.ltgroup.in">www.ltgroup.in</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<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)	Yes	
<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 &amp; 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 &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; 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)	Not Applicable	
<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)	Yes	
<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 &amp; 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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<b>Other Information</b>	
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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**

<b>Other Information</b>	
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**Name** : **MONIKA CHAWLA JAGGIA**  
**Designation** : **Company Secretary & Compliance Officer**