



LT FOODS
NURTURING GOODNESS

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

Tel.: +91-124-3055100 **Fax:** 0124-3055199

Email id: ir@ltgroup.in **Website:** www.ltgroup.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th September, 2022 and 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed as Special Resolution by the Members of LT Foods Limited (the **"Company"**) by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (**"Notice"**) only by email to all its members who have registered their email addresses with the Company / M/s. Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent (**"RTA"**) or Depositories. Accordingly, no physical copy of the Notice alongwith Postal Ballot Form and pre-paid business reply envelope are being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/ Depositories, please follow the process provided in the Notes to receive this Notice.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolution through the e-voting process, which shall commence from Friday, 04th August, 2023 at 9.00 A.M. (IST) and shall end on Saturday, 02nd September, 2023 at 5.00 P.M. (IST), failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as **"NSDL"** or **"Service Provider"**) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from

the conclusion of the e-voting period to the stock exchanges in accordance with the Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman or Company Secretary of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <http://ltgroup.in>, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. Saturday, 02nd September, 2023.

PROPOSED RESOLUTIONS

ITEM NO. 1:

Appointment of Mr. Satish Chander Gupta as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable

provisions of the Companies Act, 2013 (the "**Act**") read with the Rules framed thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Satish Chander Gupta (DIN: 00025780), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 16th June, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till 15th June, 2028, shall not be liable to retire by rotation, and to the fact that Mr. Satish Chander Gupta has attained the age of beyond 75 years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers to any committee of the Board with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give 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

Place: Gurugram
Date: 02nd August, 2023

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

NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 and other applicable provisions, if any of the Act read with the Rules framed thereunder concerning the Special Business in respect of Item no. 1 as set out above 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, 3/2022 dated 5th May, 2022, 11/2022 dated 28th September, 2022 and 10/2022 dated 28th December, 2022 (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, 28th July, 2023** (“Cut-off Date”). A person who is not a member as on **Friday, 28th July, 2023**, 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, Stock Exchanges viz. BSE and NSE at www.bseindia.com and www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com>.
3. 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, 28th July, 2023**.
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 from **Friday, 04th August, 2023 at 9.00 A.M. (IST)** and shall end on **Saturday, 02nd September, 2023 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, 28th July, 2023**, may cast their votes by electronic means in the manner and process as set out in the Postal Ballot Notice mentioned herein below. 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:

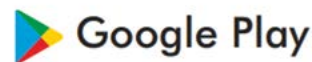
Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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.jsp Visit 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. |

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- 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.

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |

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 |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

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?

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 'Shareholder/ Member' section.
3. 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.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 124876 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.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 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 is active.
2. Select "EVEN" of the Company 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 fcsdebasis@gmail.com with a copy marked to evoting@nsdl.co.in.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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, Senior 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 022 - 4886 7000 and 022 - 2499 7000.

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 Scrutinizer shall, immediately after the conclusion of the voting, count the votes cast during Postal Ballot through remote e-voting and prepare a Scrutinizer's Report of the total votes cast in favour or against or invalid, if any, and submit the report to the Chairperson or Company Secretary of the Company or any person authorized in that respect within stipulated timelines of the conclusion of the voting period, who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutinizer'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 Limited at www.bseindia.com and www.nseindia.com, where the shares of the Company are listed. The resolution shall be deemed to have been passed on Saturday, 02nd September, 2023, (being the last date of e-voting period of Postal Ballot) subject to obtaining requisite votes thereto.

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

Sd/-

Monika Chawla Jaggia

Company Secretary & Compliance Officer
Membership No. F-5150

Place: Gurugram
Date: 02nd August, 2023

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 1

Pursuant to Section 161 of the Act, the Board, on 16th June, 2023, approved the appointment of Mr. Satish Chander Gupta (DIN: 00025780) as an Additional Director in the capacity of Independent Director of the Company, for a term of 5 (Five) years with effect from 16th June, 2023 to 15th June, 2028 (both days inclusive), subject to the approval of the shareholders through a special resolution.

The Company has received the following details / documents from Mr. Satish Chander Gupta:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes,

the Committee recommended the candidature of Mr. Satish Chander Gupta. In the opinion of the Board, Mr. Satish Chander Gupta fulfils the conditions for independence specified in the Act, the Rules made thereunder, the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Nature of expertise of Mr. Satish Chander Gupta, in specific areas are as follows:

- (i) Leadership – Guiding as a leader, deep understanding of complex business processes, environment, risk management and ability to visualize and manage change.
- (ii) Regulatory requirements - Knowledge and experience in regulatory requirements affecting the Company.
- (iii) Visioning and Strategic Planning – Understanding sustainable and profitable growth strategies in the changing business environment. Ability to assess the strengths and weaknesses of the Company and advise on strategies to gain competitive advantage.
- (iv) Governance - Strategic thinking, decision making and protecting the interest of all stakeholders. Ability to identify key risks affecting the governance of the Company.
- (v) Financial Management and Accounting - Expertise in understanding financial functions and deep knowledge of accounting, finance and treasury for the Company's financial health.

Brief profile of Mr. Satish Chander Gupta, being proposed for appointment, is as under:

Mr. Satish Chander Gupta, has Masters in Commerce and has completed CAIIB from Indian Institute of Banking and Finance. He is having an experience of over 41 years in Banking Industry, is a retired Chairman and Managing Director from Punjab National Bank and had previously held positions of Chairman & Managing Director at Indian Overseas Bank, Chairman at ISMT Ltd. and Kamanwala Housing & Construction Ltd, to name a few.

The Board noted that Mr. Satish Chander Gupta skills, background and experience are aligned to the role and capabilities identified by the Committee and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Satish Chander Gupta is justified and would immensely benefit the Company.

Further, Mr. Satish Chander Gupta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Satish Chander Gupta as an Independent Director of the Company for a term of 5 (Five) years effective from 16th June, 2023 to 15th June, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), and he shall not be liable to retire by rotation.

Mr. Satish Chander Gupta will be paid remuneration as per the provisions of Section 197 of the Act, by way of fee for attending meetings of the Board or Committees thereof, within the limits stipulated under the Act as approved by the Board and shall be reimbursed for expenses incurred for participating in such meetings.

A copy of the draft letter for the appointment of Mr. Satish Chander Gupta as an Independent Director is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Saturday, 02nd September, 2023. All the material documents referred to in the Notice and Explanatory Statement are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Saturday, 02nd September, 2023. The profile and specific areas of expertise of Mr. Satish Chander Gupta and other relevant information as

required under Listing Regulations and Secretarial Standard -2 issued by the Institute of Company Secretaries of India are provided as Annexure.

Further, approval of shareholders through special resolution is also sought pursuant to Regulation 17(1A) of the Listing Regulations since Mr. Satish Chander Gupta has attained the age of 76 years. Considering the experience and contribution that the Board and the Company at large will be receiving from Mr. Satish Chander Gupta, post his appointment as an Independent Director of the Company, the Board of Directors on the recommendation of Nomination and Remuneration Committee, recommends his appointment to the shareholders of the Company.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Satish Chander Gupta as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Satish Chander Gupta, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of Members.

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: 02nd August, 2023

Annexure

DETAILS OF DIRECTOR AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS:

| Particulars | Mr. Satish Chander Gupta |
|--|--|
| Date of first appointment on the Board | 16 th June, 2023 |
| Age | 76 years |
| Last gross remuneration including sitting fees (Paid for the financial year 2022-23) | Not Applicable |
| Qualifications & expertise in specific functional area including the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | Refer Explanatory Statement |
| Experience | Over 41 years. For more details refer Explanatory Statement |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | No relation with any other Director |
| Number of Meetings of the Board attended during the financial year 2022-23 | Not Applicable |
| Directorships held in other Public Limited Companies in India | <ul style="list-style-type: none"> - Prudent Arc Limited - Hotel Queen Road Private Limited - Raghunath Agro Industries Private Limited |
| Resignation from the directorship of the listed companies in the past three years | Not Applicable |
| Chairmanships / Membership of Committees in other public limited companies in India | <ul style="list-style-type: none"> - Member of CSR Committee and Nomination & Remuneration Committee - Prudent Arc Limited - Member of Audit Committee and Nomination & Remuneration Committee - Hotel Queen Road Private Limited - Member of Audit Committee and Nomination & Remuneration Committee - Raghunath Agro Industries Private Limited |
| Shareholding in the Company (No. of shares) | Nil |
| Shareholding in the Company as a beneficial owner | Nil |