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Company Remarks	Mr. Satish Chander Gupta, Independent Director has been appointed w.e.f. June 16, 2023 and the shareholder approval as per Listing Regulations shall be taken within a period of three months from the date of appointment
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	ABHIRAM SETH	ID	Chairperson	22-Jul-2021	
2	AMBIKA SHARMA	ID	Member	03-May-2021	
3	NEERU SINGH	ID	Member	03-May-2021	
4	ALRUMAIH SULAIMAN ABDULRAHMAN S	NED	Member	28-Feb-2023	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	NEERU SINGH	ID	Chairperson	22-Jul-2021	
2	ABHIRAM SETH	ID	Member	22-Jul-2021	
3	ASHWANI KUMAR ARORA	ED	Member	22-Jul-2021	
4	SURINDER KUMAR ARORA	ED	Member	22-Jul-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	ASHWANI KUMAR ARORA	ED	Chairperson	22-Jul-2021	
2	ABHIRAM SETH	ID	Member	22-Jul-2021	
3	ASHOK KUMAR ARORA	President Punjab Operations	Member	22-Jul-2021	

4	ALRUMAIH SULAIMAN ABDULRAHMAN S	NED	Member	28-Feb-2023	
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Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	ABHIRAM SETH	ID	Chairperson	22-Jul-2021	
2	NEERU SINGH	ID	Member	03-May-2021	
3	AMBIKA SHARMA	ID	Member	03-May-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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 attending the meeting
30-Jan-2023	Yes	7	6	4
28-Feb-2023	Yes	6	5	3
18-May-2023	Yes	7	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	78

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	30-Jan-2023	Yes	4	4	4	0
Audit Committee	18-May-2023	Yes	4	4	3	0
Nomination &	30-Jan-2023	Yes	3	3	3	0

Remuneration Committee						
Nomination & Remuneration Committee	28-Feb-2023	Yes	3	3	3	0
Nomination & Remuneration Committee	18-May-2023	Yes	3	3	3	0
Risk Management Committee	30-Jan-2023	Yes	3	2	1	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	107

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	<p>Details of Material Related Party Transactions as approved by Shareholders through Postal Ballot for FY 2023-24 Material Related Party Transactions with Daawat Foods Limited for the Financial Year 2023-24. Nature of Transaction 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. 1340 Crores Material Subsidiary Company 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 2023-24. SI.No. Name of the Subsidiary Company Nature of Transactions Maximum Amount of Transactions (In crores)</p> <p>1. Daawat Foods Limited Sales and Reimbursement of Expenses 515</p> <p>2. Raghunath Agro Industries Private Limited 135</p> <p>3. Nature Bio Foods Limited 110</p> <p>4. Ecopure Specialities Limited 80</p> <p>5. Nature Bio Foods B.V 30</p> <p>Total 870</p> <p>Increase in remuneration of Mr. Ritesh Arora, CEO-India & Far East Business, son of Mr. Ashwani Kumar Arora, Managing Director of the Company, from Rs. 60 lacs Per Annum to Rs. 80 Lacs per annum w.e.f April 01, 2023.</p>
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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 1000 listed entities) - **Yes**
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:

Corporate Governance Report for the quarter ended March 31, 2023 was placed before the meeting Board of Directors and the Corporate Governance Report for the quarter ended June 30, 2023 shall be placed in the upcoming meeting of the Board of Directors.

Name : **MONIKA CHAWLA JAGGIA**
Designation : **Company Secretary & Compliance Officer**