



Secretarial compliance report of LT Foods Limited, for the year ended 31st March 2021.

I Debasis Dixit, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by LT Foods Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2021 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) *Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) *Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
- (e) *Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) *Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) *Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulation, 2018.



and circulars/ guidelines issued thereunder;

***No Event took place in the company during the period under Scrutiny**

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	As per Regulation 17(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the Listed entity does not have a regular non-executive chairperson, at least half of the Board of Directors shall comprise of Independent Directors.	Around 43% Directors of the Company are Independent Directors till 10 th March 2021	Till 10 th March 2021, there were seven Directors on the Board of the Company. Out of the seven Directors, three Directors were Independent, three were Executive Directors and one of them was Nominee Director. On 10 th March 2021, the Company appointed one more Additional Independent Director in compliance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly complied the said regulation.
2	One of the Designated employee has violated the code of Conduct framed under SEBI (Prohibition of Insider Trading) Regulations, 2015. He has done contra trade of shares and has not taken pre clearance from the Compliance officer to selling shares more than Rs. 10 Lakhs. Further, he did not intimate the Company under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015. Another Designated employee has also violated the SEBI code of conduct framed under SEBI (Prohibition of	Code of Conduct Violation	Entire profit earned by both the designated employees were transferred to Investor Protection and Education Fund administered by the Board under SEBI Act, 1992



	Insider Trading) Regulations, 2015. He has entered into a contra trade within 6 months and thus violated Clause 9(7) of Code of Conduct of LT Foods Limited to regulate, monitor and report trading by Designated persons.		
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of Violation	Details of action taken e.g fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any
1	BSE	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Penalty Levied by BSE on violation of regulation 17(1)	The Company has already paid the penalty amount and it has complied as well
2	NSE	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Penalty Levied by NSE on violation of regulation 17(1)	The Company has applied to NSE for waiver of penalty thereof and it has complied as well

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

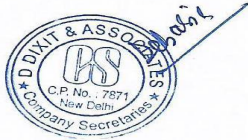
Sl No.	Observation of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2020	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The Company do not have half of the Board	The Company do not have half of the Board of	As on 10 th March 2021, the Company appointed	The Company has complied with the

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	of Directors as Independent after resignation of two Independent Directors on 6th February, 2020	Directors as Independent after resignation of two Independent Directors on 6th February, 2020	one more Additional Independent Director in compliance with Regulation 17 of SEBI(Listing Obligations Disclosure Requirements) Regulations, 2015. As on date, the Company is complied with the said regulation.	Regulation on 10 th March 2021
2	None of its Independent Director has been appointed on the Board of Directors of one of its Foreign Material Subsidiary LT Foods Americas INC as on close of its financial year	None of its Independent Director was appointed on the Board of Directors of Company's Foreign Material Subsidiary as on 31 st March, 2020.	Mrs. Neeru Singh has been appointed on the Board of Directors of Company's Foreign Material Subsidiary LT Foods Americas INC on 24 th March, 2021	The Company has complied with the provision on 24 th March, 2021

For D Dixit & Associates
Company Secretaries



Debasis Dixit
FCS-7218, CP-7871
UDIN-F007218C000514956

Date: -25th June 2021
Place: - Delhi

D DIXIT & ASSOCIATES
COMPANY SECRETARIES

Regd. Office : H-2/206, Apra North Ex Plaza, Netaji Subhash Place, New Delhi-110034