

Tele. : +91 11 6454 1222
E-mail : pcsdebasis@gmail.com
Mobile : +91 9999318222



Secretarial compliance report of LT Foods Limited, for the year ended 31st March 2020.

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 2020 ("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;

D DIXIT & ASSOCIATES
COMPANY SECRETARIES

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



- (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 33% Directors of the Company were Independent from 6 th February 2020 till 17 th March 2020 and thereafter around 43% Directors of the Company were Independent.	The Company do not have half of the Board of Directors as Independent after resignation of two Independent Directors on 06 th February, 2020 and appointment of one Independent Director on 17 th March 2020.
2	As per Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	No Independent director of LT Foods Limited is on the Board of material unlisted foreign subsidiary of the Company as on 31 st March, 2020.	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.

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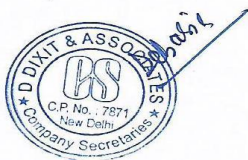
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ 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
NONE				

- (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 2019	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For D Dixit & Associates
Company Secretaries



Debasis Dixit
FCS-7218, CP-7871
UDIN- **F007218B000507291**
Date:- 27th July 2020