

## LT Foods Limited

**Regd. Office:** Unit No. 134, 1<sup>st</sup> Floor, Rectangle-1, Saket District Centre, New Delhi-110017

**Corporate Office:** 4<sup>th</sup> Floor, MVL i-Park, Sector-15, Gurgaon, Haryana-122 001

**CIN:** L74899DL1990PLC041790, **Website:-** [www.ltgroup.in](http://www.ltgroup.in)

**Telefax:** +91-11-26859344, **Email:-** [ir@ltgroup.in](mailto:ir@ltgroup.in)

## Notice

Notice is hereby given that 33<sup>rd</sup> Annual General Meeting of the members of LT Foods Limited will be held on Friday, September 29, 2023 at 12 Noon through Audio Visual Mode, to transact the following businesses:

### ORDINARY BUSINESS

#### 1. To consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon; and
- (b) the Audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and Auditors Report thereon.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon as circulated to shareholders of the Company, be and are hereby received, considered and adopted."

#### 2. To appoint a Director in place of Mr. Ashwani Kumar Arora (DIN:01574773), who retires by rotation at this Annual General Meeting and being eligible offered himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Ashwani Kumar Arora (DIN:01574773) who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### 3. Declare final dividend of Rs. 0.50 (50%) per equity share of face value of Re. 1 each for the financial year ended March 31, 2023 and to confirm the interim dividend of Re. 0.50 (50%) per equity share, already paid during the financial year 2022-23.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the payment of final dividend at the rate of Rs. 0.50 (50%) per equity share of the face value of Re. 1 each of the Company, for the financial year 2022-23, as recommended by the Board of Directors, be and is hereby declared and the same be paid out of the profits of the Company.

**RESOLVED FURTHER THAT** the interim dividend at the rate of Re. 0.50 (50%) per equity share of the face value of Re. 1 each of the Company, paid during the financial year 2022-23, be and is hereby confirmed."

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

Sd/-

**Monika Chawla Jaggia**

Company Secretary & Compliance Officer  
Membership No. F 5150

Place: Gurugram  
Date: July 28, 2023

Address: 4<sup>th</sup> Floor, MVL i-Park, Sector-15, Gurgaon, Haryana-122 001.

## Notes:

1. In view of the COVID-19 pandemic, social distancing is a norm to be followed the Ministry of corporate Affairs vide its circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular dated January 13, 2021, General Circular No. 2/2022 dated May 05, 2022 11/2022 dated September 28, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars' has allowed to conduct Annual General Meeting due to be held on or before September 30, 2023, through Video Conferencing / Other Audio Visual Mode). **Hence, Members can attend and participate in the ensuing AGM through Video Conferencing / Other Audio Visual Mode ('VC/OAVM').**
2. In compliance with the provisions of the Companies Act, 2013 (the '**Act**'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**') and MCA Circulars, 33<sup>rd</sup> Annual General Meeting ('**AGM**') of the Company will be conducted through VC/OAVM.
3. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Brief details of the Director, who are being appointed/ reappointed as per requirements of Regulation 36(3) of the Listing Regulations are annexed hereto.
5. The facility of joining the AGM through VC/OAVM will be opened 30 minutes before the scheduled start time of the AGM, i.e., from 11.30 A.M. and will be available for 1,000 members on a first come first served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
6. Institutional Investors, who are members of the Company are encouraged to attend and vote at the AGM of the Company.
7. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by National Securities Depository Limited ('**NSDL**')/ Central Depository Services (India) Limited ('**CDSL**') and that of members holding shares in physical form is verified as per the records of the Registrar and share transfer agent of the Company. Members are requested to keep the same updated.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
9. In terms of Section-101 and 136 of the Act, read with the rules made thereunder, the Listed Companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular 2021 read with circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Notice of 33<sup>rd</sup> AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 will also be available on the Company's website [www.ltgroup.in](http://www.ltgroup.in) under "Investors Update" section and also on the website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice will also be available on the website of NSDL (agency for providing e-voting facility) i.e [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
10. However, the shareholders of the Company may request physical copy of the Notice and Annual Report from the Company by sending a request at [ir@ltgroup.in](mailto:ir@ltgroup.in), in case they wish to obtain the same.
11. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Members are requested to register their email id and support the green initiative efforts of the Company.
12. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

14. The recorded transcript of the forthcoming AGM scheduled to be held on September 29, 2023 shall also be made available on the website of the Company under "Investor Updates" section as soon as possible after the meeting.
15. SEBI vide its notification dated June 08, 2018 as amended on November 30, 2018, has stipulated that w.e.f. April 01, 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
16. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. The Company has been maintaining, *inter alia*, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
18. Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in Electronic/Demat form, the members may please contact their respective Depository participant.
19. In terms of Section 124(5) of the Act, dividend amount for the financial year 2015-16 remaining unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of Section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends from the financial year 2015-16 onwards are requested to approach the Company/RTA for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.
20. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
21. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, such person may obtain the user id and password from our RTA by sending an email at [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com).
22. Only those members/shareholders, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting at the AGM. However, members who have voted through remote e-voting may attend the AGM.
23. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
24. **Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.**
25. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**  
  
**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E- Voting Menu. <b>The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 125834 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:fcsdebasis@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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, 4<sup>th</sup> floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra 400013 or email at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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.
26. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the

steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against the Company name – LT Foods Limited. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice to avoid last minute rush.

27. Members are encouraged to join the Meeting through Laptops for better experience.
28. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
29. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
30. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at: [ir@ltgroup.in](mailto:ir@ltgroup.in) by Friday, September 22, 2023. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
31. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at [ir@ltgroup.in](mailto:ir@ltgroup.in) on or before Friday, September 22, 2023.

**Miscellaneous:**

32. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
33. Members to click on 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
34. The Company has notified closure of Register of Members and Share Transfer Books from Friday, September 22, 2023 to Friday, September 29, 2023 (both days inclusive) for AGM and determining entitlement of the members of the final dividend (if declared at the AGM).

35. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll during the AGM. However, you can attend the meeting and participate in the discussions, if any
36. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. September 22, 2023.
37. The voting period commence on Monday, September 25, 2023 (09:00 AM) and ends on the close of Thursday, September 28, 2023 (05.00 PM). The e-voting module shall be disabled by NSDL for voting thereafter.
38. Mr. CS Debasis Dixit,, Company Secretary in Practice (Membership No. FCS 7218) has been appointed as the Scrutinizer to scrutinize the voting process for the AGM, in a fair and transparent manner.
39. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and Corporate office on or before October 04, 2023. The results of the e-voting will also be posted on the Company's website [www.ltgroup.in](http://www.ltgroup.in) and communicated to the stock exchanges where the Company's shares are listed.
40. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of AGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.
41. The Final Dividend for the financial year 2022-23, as recommended by the Board of Directors, if approved at the AGM, would be paid / credited to the shareholders or their mandates:
  - (a) whose names appear as Beneficial Owners as at the end of the business hours on Thursday, September 21, 2023, in the list of Beneficial Owners to be furnished by NSDL and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - (b) whose names appear as Shareholders in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / RTA on or before Thursday, September 21, 2023.
42. Members holding shares in physical form are requested to intimate any change of address and/ or bank mandate to RTA of the Company by sending a request in Form ISR-1 to Bigshare Services Private Limited, Unit: LT Foods Limited, 302 Kusal Bazar, 32-

33 Nehru Place, New Delhi : 110019 or by email to [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com) from their registered email id.

In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of bank mandate, the Company shall dispatch the dividend warrant/ draft to such shareholder by post in due course.

#### **Tax on Dividend:**

43. Members may note that pursuant to the Finance Act, 2022, as amended, dividend income is taxable in the hands of the members with effect from April 01, 2022 and the Company is required to deduct tax at source ('TDS') from dividend paid to the members at the rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.
  - i. For Resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2023-24, subject to PAN details registered/updated by the member. If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961. No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed Rs. 5,000 (Rupees Five Thousand Only). Further, in cases where the member provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual who is of the age of 60 years and above), provided that the eligibility conditions are being met, no TDS shall be deducted. Notwithstanding the above, in case PAN of any member falls under the category of 'Specified Person', the Company shall deduct TDS @20% as per Section 206AB of the Income Tax Act 1961.
  - ii. For Non-Resident Members: Tax at source shall be deducted under Section 195 of the Income-tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non[1]resident members. As per Section 90 of the Income Tax Act, 1961, members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement ("DTAA"). To avail the Tax Treaty



benefits, the non[1]resident member will have to provide the following:

- a. Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the member is a resident.
- b. Self-declaration in Form 10F.
- c. Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
- d. Self-declaration, certifying the following points:
  - Member remained a tax resident of the country of its residence during the financial year 2022-23;
  - Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
  - Member does not have a taxable presence or a permanent establishment in India during the financial year 2022-23.

44. Notwithstanding the above, in case PAN falls under the category of 'Specified Person', member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for the financial year 2023-24. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate.

45. The Company shall not be obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident member.

46. In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, members are requested to provide the aforesaid details and documents on or before Thursday,

September 21, 2023 by sending over email to [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com) from your registered email ID. No communication on the tax determination/deduction shall be entertained post Thursday, September 21, 2023. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the member to file the return of income and claim an appropriate refund, if eligible.

47. In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the members at their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.

48. KYC updation for physical members: SEBI vide its circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated for updation of PAN, Contact Details (postal address with PIN, email and mobile number), bank account details, specimen signature and nomination by all the members holding shares in physical mode. Folios, where any of the above details shall not be available on or after October 01, 2023, shall be frozen by the RTA and such members, thereafter, shall not be eligible to lodge grievance or avail service from the RTA and receive dividend in physical mode, unless the aforesaid details are furnished. If such folios continue to remain frozen as on December 31, 2025, such frozen folios, thereafter, are required to be reported to administrative authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above.

49. As per Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. <https://nsdl.co.in/faqs/faq.php> or CDSL viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

**Information as per regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) 2015 and Secretarial Standard -2 with respect to Mr. Ashwani Kumar Arora, is as follows-**

<b>Disclosure</b>	<b>Ashwani Kumar Arora</b>
<b>Age</b>	58
<b>Brief Resume</b>	An Alumni of Harvard Business School and a Commerce graduate, is the Managing Director and CEO of the Company. He is having more than 36 years of rich experience in running the Company's business which includes driving the strategy, business performance, operations, finance and marketing He is also responsible for business' strategy formulation exercise and cascade the same into operational plans for the business. He is also actively involved in strengthening internal controls and systems of the Company
<b>Nature of expertise in specific functional area</b>	Finance, Marketing and Business Management
<b>Relationship between Directors inter-se and KMP</b>	Brother of Mr. Vijay Kumar Arora, Chairman & Managing Director and Mr. Surinder Kumar Arora, Managing Director
<b>No of Board Meetings attended</b>	5
<b>Name of Listed Companies in which the person holds directorship and the membership of the committee of the board.</b>	None
<b>Shareholding of Executive and Non-Executive Director including Shareholding as beneficial owner</b>	2,29,86,920 shares
<b>Other Directorships</b>	LT Agri Services Private Limited Raghunath Agro Industries Private Limited Nature Bio Foods Limited Ecopure Specialities Limited Daawat Foods Limited Daawat Kameda(India) Private Limited Deva Singh Sham Singh Exports Limited Raghuvesh Holdings Private Limited ASV Holdings Private Limited GVA Holdings Private Limited GD Arora Family Enterprises Private Limited All India Basmati Rice Exporters Federation LT Foundation
<b>Details of Remuneration</b>	Remuneration details are given in Corporate Governance Report
<b>Remuneration last Drawn</b>	Rs. 2.15 Crore per Annum
<b>Date of First Appointment</b>	June 22, 2007
<b>Terms and Condition of appointment</b>	As per appointment letter

**For LT Foods Limited**

Sd/-

**Monika Chawla Jaggia**

Company Secretary & Compliance Officer

Membership No.-F-5150

Place: Gurugram  
Date: July 28, 2023

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