

# Board's Report

Dear Members,

The Board of Directors are pleased to present the 34<sup>th</sup> Integrated Annual Report of the Company along with the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2024.

## Financial Highlights

The Board's Report is prepared based on the standalone financial statements of the Company in compliance with the provisions of the Companies Act, 2013 ("Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has prepared its financial statements as per Indian Accounting Standards ("IndAS") for the financial year 2023-24. The Company's financial performance for the year under review alongwith previous year's figures are given hereunder –

(₹ in Lakh)

| Particulars   | Standalone       |                  | Consolidated     |                  |
|---|------------------|------------------|------------------|------------------|
|   | 2023-24          | 2022-23          | 2023-24          | 2022-23          |
| Revenue from Operations   | 402,012.20       | 3,91,459.99      | 7,77,240.70      | 6,93,579.19      |
| Other Income  | 2,922.42         | 3,682.45         | 4,964.91         | 4,302.14         |
| Operating Profit before Finance Costs, Depreciation, Tax and Extraordinary items                  | 26,858.88        | 26,354.81        | 98,753.33        | 74,372.84        |
| Less: Depreciation and amortisation expenses  | 3,852.44         | 2,889.97         | 15,290.65        | 12,690.72        |
| Less: Finance Cost  | 1,877.25         | 2,396.79         | 8,296.72         | 8,210.03         |
| Share of net profit/(loss) of associates and joint ventures accounted for using the equity method | -                | -                | 4,886.65         | 2,786.22         |
| <b>Profit Before Tax</b>  | <b>21,129.19</b> | <b>21,068.05</b> | <b>80,052.75</b> | <b>56,258.31</b> |
| Less: Tax Expense   | 5,162.70         | 5,036.83         | 20,292.86        | 13,982.53        |
| <b>Profit After Tax</b>   | <b>15,966.49</b> | <b>16,031.22</b> | <b>59,759.89</b> | <b>42,275.78</b> |
| <b>Total Comprehensive income for the year</b>  | <b>16,073.65</b> | <b>15,666.24</b> | <b>62,732.50</b> | <b>45,893.31</b> |

## Company's Performance Overview:

During the financial year 2023-24:

- Revenue from operations on a standalone basis increased to Rs. 4,02,012.00 Lacs against Rs. 3,91,459.99 Lacs in the previous year with a growth of 2.62%.
- The cost of goods sold as a percentage of revenue from operations increased to 79.33%, up from 76.43% in the previous year.
- Employee cost as a percentage of revenue from operations increased to 2.48% (Rs. 10,045.20 Lacs), up from 2.24% (Rs. 8,844.74 Lacs) in the previous year.
- Other expenses as a percentage of revenue from operations decreased to 11.56% (Rs. 46,791.56 Lacs) as against 14.66% (Rs. 57,916.90 Lacs) in the previous year.
- Profit before exceptional items and tax for the current year is Rs. 21,129.19 Lacs as against Rs. 21,068.05 Lacs in the previous year with a growth of 0.29%.

- Profit after tax for the current year is Rs. 15,966.49 Lacs as against Rs. 16,031.22 Lacs in the previous year.
- On a consolidated basis, the Group achieved revenue of Rs. 7,77,240.70 Lacs as against Rs. 6,93,579.19 Lacs – a growth of 10.76%.
- Net profit for the Group for the current year is Rs. 59,759.89 Lacs as against Rs. 42,275.78 Lacs in the previous year with a growth of 29.26%.

For a detailed analysis of the Company's financial performance, please refer to the Management Discussion & Analysis Report, which forms part of the Annual Report.

## Dividend

In terms of Regulation 43A of the Listing Regulations, the Company's Board of Directors adopted the Dividend Distribution Policy, which sets out the parameters and circumstances to be considered by the Board of Directors in determining the distribution of dividends to its shareholders and/or the utilization of the retained profits earned by the Company. The Dividend Distribution Policy

is available on the Company's website at <http://www.ltgroup.in/pdf/Dividend-PolicyFinal.pdf>.

In line with the above policy, your Directors have recommended a final dividend of Rs. 1/—per fully paid-up equity share of face value of Rs. 1/—each for the financial year 2023-24. The payment of the final dividend is subject to the approval of shareholders at the 34<sup>th</sup> Annual General Meeting ("AGM").

The book closure date for the payment of the final dividend for the financial year 2023-24 will be Thursday, September 19, 2024, to Thursday, September 26, 2024 (both days inclusive).

In view of the applicable provisions of Income Tax Act, 1961, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Your Company shall, accordingly make the payment of the final dividend after deduction of tax at source.

During the year under review, the Board of Directors of the Company at their meeting held on July 28, 2023, declared an Interim dividend of Rs. 0.50 (50%) per equity share of the face value of Re. 1 each. The interim dividend was paid to the shareholders within the stipulated time period.

The total dividend amount for the financial year 2023-24, including the proposed final dividend, amounts to Rs. 1.50 (100%) per equity share of the face value of Re. 1 each.

Further, the Board of Directors at their meeting held on May 17, 2024 declared an interim dividend and on July 25, 2024 declared 2nd interim dividend, of Rs. 0.50 (50%) each per equity share of the face value of Re. 1 /- for the financial year 2023-24.

### **Transfer of Amount to Investor Education and Protection Fund**

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF. Further, all the shares in respect of which the dividend has remained unclaimed for seven consecutive years or more from the date of transfer to the Unpaid Dividend Account shall also be transferred to the IEPF Authority. The said requirement does not apply to shares in respect to which there is a specific order of Court, Tribunal or Statutory Authority restraining any transfer of the shares.

In light of the aforesaid provisions, the Company, during the financial year 2023-24, has transferred the unpaid/unclaimed dividend amount of Rs. 2,42,874, pertaining to the final dividend for the financial year 2014-15, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. The details of

unpaid and unclaimed dividend amounts lying with the Company as on the date of last Annual General Meeting are available on the Company's website at <http://www.ltgroup.in/index.html>.

Further, 30,669 equity shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to the unpaid dividend account, have also been transferred to the demat account of IEPF Authority during the financial year 2023-24. The relevant details of equity shares transferred to IEPF are also available on the Company's website at <http://www.ltgroup.in/index.html>.

Shareholders whose unpaid dividends and/or shares have been transferred to IEPF may contact the Company's registrar and Share Transfer Agent to lodge a claim for a refund of the unpaid dividends/shares (as applicable) out of the IEPF.

### **Particulars of Loans, Guarantees or Investments**

The particulars of loans given, investments made, and guarantees provided by the Company, under Section 186 of the Act, as of March 31, 2024, are furnished in **Annexure – I** and form part of this Report.

### **Highlights of performance of Subsidiaries, Associates, Joint Ventures and their contribution to the overall performance of the Company.**

A statement containing salient features of the financial statements of Subsidiary / Associate / Joint Venture companies, as per Section 129(3) of the Act, are provided in **Annexure II**.

The companies which have become and /or ceased to be Subsidiary/Associate of the Company during the financial year 2023-24 are also mentioned in **Annexure II**.

The financial statements of the subsidiaries, as required, are available on the Company's website and can be accessed at <http://www.ltgroup.in/index.html>.

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website and can be accessed at <http://ltgroup.in/pdf/LT-Foods-Material-Subsidiary-Policy-2021.pdf>.

Daawat Foods Limited (Subsidiary), LT Foods Americas, Inc. and LT Foods Europe, BV (Fellow Subsidiary) are material subsidiaries of the Company as on March 31, 2024, as per the provisions of the Listing Regulations.

Further, the Annual Accounts and related documents of the subsidiary Companies shall be kept open for inspection at the Registered & Corporate Office of the Company. The Company shall also make available copy thereof upon specific request by any member of the Company interested in obtaining the same. The Consolidated Financial Statements presented by the Company in this Annual Report include the financial information of its subsidiaries.

During the year, the Company has completed the sale of its 6% stake in LT Foods UK Limited (Step down Subsidiary of the Company's subsidiary) to Shahzeab Mukhtar Bhat, UAE, for an amount of GBP 9.16 lacs.

### Share Capital & Finance:

During the financial year 2023-24, there was no change in the Company's authorised, issued, subscribed, and paid-up share capital.

The Company has issued Commercial Papers (500 units) amounting to Rs. 2,500 Lacs during the financial year 2024-25. These Commercial Papers are listed on both the stock exchanges viz. National Stock Exchange of India Limited and BSE Limited.

The Company has not defaulted on payment of any dues to the financial lenders.

The Company's borrowing programme has received the highest credit ratings from India Ratings and Research Private Limited. The details of the same are given in the Corporate Governance Report, which forms part of this Annual Report and is also available on the Company's website.

### Confirmations:

- a. During the year under review, the Company has not:
  - ⦿ issued any shares, warrants, debentures, bonds, or any other convertible or non-convertible securities.
  - ⦿ issued equity shares with differential rights as to dividend, voting or otherwise.
  - ⦿ issued any sweat equity shares to its Directors or employees.
  - ⦿ made any change in voting rights.
  - ⦿ reduced its share capital or bought back shares.
  - ⦿ failed to implement any corporate action.
- b. The Company's securities were not suspended for trading during the year.
- c. The disclosure pertaining to the explanation for any deviation or variation in connection with certain terms of a public issue, rights issue, preferential issue, etc., does not apply to the Company.

### Reserves

The Company has transferred Rs. 16,073.65 lacs to the Reserves during the financial year.

### Details relating to deposits covered under Chapter V of the Companies Act, 2013

The Company has not accepted any deposits from the public under Chapter V of the Act, and as such, no principal or interest was outstanding as of the balance sheet date.

## Directors and Key Managerial Personnel

### Board of Directors

As of March 31, 2024, the Board of Directors comprises 9 Directors (including 2 women Directors), 5 of which are Independent Director(s), 1 Non-Executive Director(s) and 3 Promoter Director(s) / Managing Director(s) & CEO.

### Change in Directorate:

#### a. Appointment of Independent Directors

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, inter alia, approved the following appointments, subject to the approval of the shareholders of the Company:

- ⦿ Appointment of Mr. Satish Chander Gupta (DIN: 00025780) as an Independent Director of the Company for a period of five years with effect from June 16, 2023.
- ⦿ Appointment of Mr. Raju Lal (DIN: 10347298) as an Independent Director of the Company for a period of five years with effect from January 25, 2024.

In the board's opinion, Mr. Satish Chander Gupta and Mr. Raju Lal bring the required experience, integrity, expertise, and relevant proficiency, which will add tremendous value to the Board's ability to exercise its role effectively.

Mr. Satish Chander Gupta and Mr. Raju Lal provided the requisite declarations and eligibility confirmations under the provisions of the Act and Listing Regulations for consideration of their appointment as Independent Directors.

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

Mr. Raju Lal is a Chartered Accountant by qualification. He is a versatile and communicative professional with over 30 years of experience in capturing profitable business opportunities and motivating talented, cross-functional teams of large numbers of employees. He has a diverse experience across various aspects of Strategic Planning & Execution, Operational Excellence & Process Optimization, Regulatory Compliance & Risk Management, Leadership & Team Development, Change Management & Adaptability and Business Development. In his past assignments, he has

served as a partner with EY LLP, TCS, and Hindustan Petroleum Corporation Ltd.

The appointment of Mr. Satish Chander Gupta and Mr. Raju Lal as the Independent Directors of the Company for the term as mentioned above was subsequently approved by the shareholders of the Company through special resolutions passed with the requisite majority by way of postal ballot via remote e-voting on September 02, 2023 and March 14, 2024, respectively. Details of the same are provided in the Corporate Governance Report, forming part of this Integrated Annual Report.

**b. Retirement by rotation and subsequent re-appointment**

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Act and the Articles of Association of the Company, Mr. Surinder Kumar Arora (DIN: 01574728), Managing Director of the Company, is liable to retire by rotation at the ensuing AGM and being eligible has offered himself for re-appointment.

Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, the Board of Directors recommends his re-appointment to the Company's Board, and he is liable to retire by rotation.

The brief profile of Mr. Surinder Kumar Arora is given in the Notice of the ensuing AGM and is also available on the Company's website at <http://ltgroup.in/index.html>.

The appropriate resolution for Mr. Surinder Kumar Arora's re-appointment is being placed for the approval of the Company's shareholders at the ensuing AGM.

The Annexure to the Notice of the AGM discloses details regarding his experience, attributes, skills, disclosure of relationships between directors inter-se, directorships held in other companies, committee memberships, etc., as stipulated under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by ICSI.

### Key Managerial Personnel

Mr. Ashwani Kumar Arora, Managing Director & CEO, Mrs. Monika Chawla Jaggia, Company Secretary and Mr. Sachin Gupta, Chief Financial Officer, are the Key Managerial Personnel ("KMP") of the Company in accordance with the provision of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

During the year under review, there were no changes to the KMP of the Company.

### Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Act, the Directors to the best of their knowledge, hereby state and confirm that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the annual accounts on a going concern basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

The aforesaid statement has also been reviewed and confirmed by the Audit Committee of the Board of Directors of the Company.

### Declaration from Directors

The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

- a. they meet the criteria of independence as prescribed under the provisions of the Act, read with Schedule IV and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- b. they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and
- c. they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs and have qualified the online proficiency self-assessment test or are exempted from passing the test as required in terms of Section 150 of the Act read with Rule 6 of

the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Company's Board of Directors has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same. None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164(1) and 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) or are debarred or disqualified by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any other such statutory authority.

All members of the Board and Senior Management have affirmed compliance with the Code of Conduct for Board and Senior Management for the financial year 2023-24.

The Company had sought the following certificates from independent and reputed Practicing Company Secretary confirming that:

- a. None of the Directors on the Company's board has been debarred or disqualified from being appointed and/or continuing as Directors by SEBI/MCA or any other such statutory authority.
- b. Independence of the Company's directors in terms of the provisions of the Act read with Schedule IV and Rules issued thereunder and the Listing Regulations.

### **Familiarisation Programme for Independent Directors**

All Independent Directors are familiarised with the operations and functioning of the Company at the time of their appointment and on an ongoing basis. The details of the training and familiarisation programme are given in the Report of Corporate Governance forming part of this Integrated Annual Report. They are also available on the Company's website at <http://www.ltgroup.in/business-and-investors.html#investor-updates>.

### **Board Evaluation**

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for effective evaluation of the performance of the Directors, Committees of the Board, and the Board as a whole. The criteria for the evaluation and outcomes are set out in the Corporate Governance Report forming part of this Integrated Annual Report.

### **Board Meetings**

Four meetings of the Board of Directors were held during the year under review. The details of the Board of Directors of the Company meetings held and attended by the Directors during the financial year 2023-24 are

given in the Corporate Governance Report forming part of this Integrated Annual Report.

As prescribed by the Act and the Listing Regulations, the maximum interval between any two meetings did not exceed 120 days.

### **Committees**

As of March 31, 2024, the Board has 6 Committees viz. Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Stakeholders Relationship Committee and Management Committee.

During the year under review, the Company's Board of Directors have delegated the authority to approve the transmission, dematerialisation of shares, etc., to a Managing Committee. A summary of approved transmissions, dematerialisation of shares, etc., is placed before the Board of Directors from time to time as per the Listing Regulations.

During the year, all recommendations of the Committees of the Board have been accepted by the Board. A detailed note on the composition of the Board and its Committees, governance of committees including its terms of reference, number of committee meetings held during the financial year 2023-24, and attendance of the members is provided in the Report of Corporate Governance forming part of this Integrated Annual Report. The composition and terms of reference of all the Committees of the Company's Board of Directors are in line with the provisions of the Act and the Listing Regulations.

### **Auditors & Auditors Report**

#### **Statutory Auditors**

M/s MSKA & Associates, Chartered Accountants (Firm Registration Number 105047W), were appointed as the Statutory Auditors of the Company for a period of five years at the 30<sup>th</sup> AGM of the Company to hold office till the conclusion of the 35<sup>th</sup> AGM.

MSKA has confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and satisfy the independence criteria. The Statutory Auditors have issued an unmodified opinion on the financial statements for the financial year 2023-24, and the Statutory Auditor's Report forms part of this Integrated Annual Report.

#### **Secretarial Auditors**

M/s. D Dixit & Associates, Practicing Company Secretary (Certificate of Practice No. 7871), has been appointed as the Secretarial Auditor of the Company.

The Secretarial Audit Report received from M/s. D Dixit & Associates, for the financial year 2023-24 under Section 204 of the Act read with Rules made thereunder and



Regulation 24A of the Listing Regulations is set out as **Annexure III** to this Report.

The Secretarial Compliance Report received from M/s. D Dixit & Associates, for the financial year 2023-24, in relation to compliance with all applicable SEBI Regulations/ Circulars/Guidelines issued thereunder, Secretarial Standards issued by ICSI, pursuant to the requirements of Regulation 24A of the Listing Regulations, is filed with the Stock Exchanges.

As required by Schedule V of the Listing Regulations, the Auditor's Certificate on Corporate Governance received from M/s. D Dixit & Associates is annexed to the Report on Corporate Governance and forms part of this Integrated Annual Report.

Observations/ remarks specified in the said reports, along with the status of the said observations/remarks as on the date of this report, are mentioned below:

The Board Composition requirement was not met during the financial year ended March 31, 2024. However, the Company thereafter complied with the said requirement.

Pursuant to the requirement of Regulation 24A of the Listing Regulations, the Secretarial Audit Report of Daawat Foods Limited, material unlisted subsidiary, incorporated in India, of the Company, is annexed to this report as **Annexure IV** to this Report

#### **Cost Auditors and Cost Records**

The maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, read with Rule 3 and Rule 4 of The Companies (Cost Records and Audit) Rules, 2014, are not applicable to the business activities carried out by the Company.

#### **Reporting by Auditors**

During the year under review, the Statutory Auditors and the Secretarial Auditors have confirmed that they have not encountered any event indicating the commitment of any fraud by the Company's officers or employees. Thus, no reporting under the provisions of section 142(12) of the Act and the Rules made thereunder was required.

#### **Internal Auditor**

During the year under review, M/s. Grant Thornton India LLP was appointed as the Company's Internal Auditors for the financial year 2023-24. M/s Grant Thornton India LLP resigned as Internal Auditors of the Company, w.e.f. January 17, 2024, as they have shown their inability to hold such a position. In terms of compliance with the provisions of Section 138 of the Act read with Companies (Accounts) Rules, 2014, the Board of Directors, on the recommendation of the Audit Committee, approved the appointment of M/s. Protiviti India Member Private Limited, as its Internal Auditors of the Company w.e.f. January 25, 2024.

#### **Internal Controls**

The Company has well-established and robust internal control systems commensurate with the nature of its business, size & scale and complexity of its operations. They are implemented across all processes, units and functions. Internal control systems comprising policies and procedures are designed to ensure sound management of the Company's operations, safekeeping of its assets, optimal utilisation of resources, reliability of its financial information and compliance.

Systems and procedures are periodically reviewed to keep pace with the growing size and complexity of the Company's operations. The Audit Committee also periodically reviews the adequacy and effectiveness of internal control systems and guides on their further strengthening.

No material observation was made by the Company's internal auditor or statutory auditors during the year under review regarding the efficiency and effectiveness of such controls.

#### **Internal Financial Controls Related to Financial Statements**

The Company has designed and implemented a comprehensive Internal Financial Controls System for financial reporting to ensure that all transactions are authorised, recorded, and reported correctly in a timely manner. The Company's Internal Financial Controls for financial reporting provide reasonable assurance over the integrity and reliability of the Company's financial statements.

The Company has detailed work instructions, Standard Operating Procedures, policies, and processes that define roles, responsibilities, and required actions. Functional heads are responsible for ensuring compliance with all laws and regulations and with management's policies and procedures.

The Company's Enterprise Resource Planning ("ERP") system of SAP S/4 HANA is well-leveraged and implemented towards day-to-day transaction accounting and financial reporting. The Company's ERP and allied information technology solutions provide a strong technology architecture for financial reporting controls. The Company's investment in an advanced automation system to enable automated accounting and financial closing procedures in various areas has resulted in better accuracy and faster financial reporting with fewer manual interventions. The financial statement preparation has been automated to ensure end-to-end system-driven reporting across the Group, reducing the scope of manual errors.

The Company actively tracks all changes in Accounting Standards, the Act, and other applicable regulations and changes the underlying systems, processes, and financial controls to ensure adherence.

The Company's financial results are audited every quarter by its Statutory Auditors. The policies ensure that the subsidiary companies follow uniform accounting treatment as well. International subsidiaries provide the information required to consolidate accounts in the format prescribed by the Company. The accounts of the subsidiary and joint venture companies are audited and certified by their respective Statutory Auditors for consolidation. The Company has implemented an audit trail on the books of accounts.

### Related Party Transactions

The Company has been entering into transactions with related parties, including entities directly and/or indirectly controlled by members of the Promoter(s) & Promoter(s) Group, for its business purposes. These transactions primarily include such transactions permissible and provided for under the provisions of the Act, the Listing Regulations, and the Income-Tax laws.

The Company follows robust internal processes before entering into transactions with related parties, and the considerations that govern these transactions are the same as those applicable to other vendors of the Company. All transactions are undertaken for the benefit of the Company and in compliance with the applicable laws.

As a part of the Company's annual planning process, before the beginning of a financial year, details of all the transactions proposed to be executed with related parties, including the estimated amount of transactions to be executed, manner of determination of pricing and commercial terms, etc. are presented to the Audit Committee for its consideration and approval. The details of said transactions are also placed before the Board of Directors for their information. The Director, if interested in a transaction, does not participate in discussing the item relating to that transaction. Further approval is sought during the year for any new transaction/modification to the previously approved limits/ terms of contracts with the related parties. This is followed by a quarterly review of the related party transactions by the Audit Committee.

A declaration in Form AOC-2, as required under sections 134(3)(h) read with 188(1) of the Act is enclosed as **Annexure V** to this report. The Policy on the Related Party Transactions is available on the Company's website and can be accessed at: <http://www.ltgroup.in/pdf/LT-Food-Related-Party-Transactions-2022.pdf>.

### Policy on Prevention of Sexual Harassment of Women at Workplace

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace

for prevention, prohibition and redressal of sexual harassment at the workplace. An Internal Complaints Committee has also been set up to address any complaints received.

The Company is committed to providing a safe and conducive work environment to all of its employees and associates. The Policy also provides shelter to contract workers, probationers, temporary employees, trainees, apprentices, and any person visiting the Company at its office.

The Company periodically conducts sessions for employees across the organisation to build awareness about the Policy and the provisions of the Prevention of Sexual Harassment Act.

During the financial year 2023-24, no complaint was reported under the provisions of Prevention of Sexual Harassment Act and none was pending from the previous financial year.

The Company's Policy for the prevention of sexual harassment is available on the Company's website at <https://www.ltgroup.in/pdf/POSH-framework.pdf>.

### Whistle Blower Policy / Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and aligns with the best governance practices. The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Company's Board of Directors in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations.

The Policy provides adequate protection to all its stakeholders who report unethical practices and irregularities. Details of whistle blower complaints received, if any, and the functioning of the whistle blower mechanism are reviewed periodically by the Audit Committee. No person has been denied access to the Chairperson of the Audit Committee. During the financial year 2023-24, no complaint was received under the Whistle Blower Policy of the Company. Details of whistle blower policy are available in the Corporate Governance Report, which forms part of this Annual Report.

The Whistle Blower Policy has been appropriately communicated within the Company and its Group and is also available on the Company's website at <http://ltgroup.in/pdf/Whistle-Blower%20PolicyAugust%202021.pdf>.

### Nomination and Remuneration Policy

The Nomination and Remuneration Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall:

- lay down the effective manner of performance evaluation of the Board, its Committees and the Directors;

- formulate the criteria for Board membership, including the appropriate mix of Executive & Non-Executive Directors and Board Diversity;
- approve and recommend compensation packages and policies for Directors, Key Managerial Personnel and Senior Management Personnel; and
- such other matters as provided under the provisions of section 178 of the Act and the provisions of Listing Regulations.

The salient features of the Company's Nomination and Remuneration Policy are outlined in the Corporate Governance Report, which forms part of this Integrated Annual Report. The Policy is also available on the Company's website and can be accessed at <http://www.ltgroup.in/pdf/LT-Foods-Remuneration-Policy.pdf>.

### Remuneration of Directors, Key Managerial Personnel and Senior Management

The remuneration paid to the Directors, Key Managerial Personnel and senior management is in accordance with the Nomination and Remuneration Policy formulated in accordance with the provisions of Section 178 of the Act and Regulation 19 read with Schedule II of the Listing Regulations. Further details are given in the Report of Corporate Governance, which forms part of this Integrated Annual Report.

The ratio of remuneration of each Director to the median employees' remuneration as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is disclosed in **Annexure VI** of this report. The statement containing particulars of remuneration of employees as required under Section 197(12) of the Act, read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is available on the Company's website at <http://www.ltgroup.in/index.html>. Any Member desirous of obtaining a copy of the said annexure may download the same from the website of the Company or write to the Company Secretary at [ir@ltgroup.in](mailto:ir@ltgroup.in).

### Corporate Social Responsibility

The Company has in place a CSR & ESG (CSR) Committee in terms of the requirements of section 135 of the Act read with rules made thereunder.

The Company's CSR policy is available on its website at <http://ltgroup.in/pdf/LT-Foods-CSR-Policy-2021.pdf>, and the Annual Action Plan is available on its website at <http://www.ltgroup.in/index.html>.

The Corporate Governance Report, which forms part of the Integrated Annual Report, provides a brief note regarding the composition of the CSR Committee. Annexure VII which forms part of this Board Report,

provides the disclosures required under section 135 of the Act, read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company's Chief Financial Officer has certified that the CSR funds disbursed for the projects have been utilized for the purposes and in the manner approved by the Board.

### Risk Management

The Company recognises that risk is an integral and inevitable part of business, and it is fully committed to managing the risks proactively and efficiently. Our success as an organisation depends on our ability to identify and leverage the opportunities while managing the risks. The Company has a disciplined process for continuously assessing risks, in the internal and external environment and minimising the impact of risks. The Company incorporates the risk mitigation steps in its strategy and operating plans.

The objective of the Company's Risk Management process is to enable value creation in an uncertain environment, promote good governance, proactively address stakeholder expectations, and improve organisational resilience and sustainable growth.

The Company has a risk management policy in place that articulates the approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. The Risk Management Committee of the Company has been entrusted by the Board with the responsibility of reviewing the risk management process in the Company and ensuring that all short-term and long-term implications of key strategic and business risks are identified and addressed by the management. The Audit Committee takes the mantle of reviewing the risk management systems of the Company.

The Board has approved the revised Risk Management Policy on the recommendation of the Risk Management Committee and the Audit Committee. The Company regularly identifies uncertainties and, after assessing them, devises short-term and long-term actions to mitigate any risk that could materially impact the Company's long-term plans. Mitigation plans for significant risks are well integrated with business plans and are reviewed on a regular basis by senior leadership.

The Company periodically reviews and improves the adequacy and effectiveness of its risk management systems, considering the rapidly changing business environment and evolving complexities. Through the risk management process, the Company aims to contain risk within its risk appetite.

The Board believes that no risks threaten the Company's existence. The Company's Risk Management Policy is available on its website at <http://www.ltgroup.in/pdf/LT-Foods%20-Risk-Management.pdf>.



## Integrated Annual Report

The Company continues its integrated reporting journey in the current financial year, aligning with the IR framework published by the International Financial Reporting Standards Foundation (IFRS).

The Integrated Annual Report comprises both financial and non-financial information to illustrate how different 'capitals' are deployed to create value. This enables the members to make well-informed decisions and better understand the Company's long-term perspective and value creation for all stakeholders.

## Management Discussion and Analysis Report:

Pursuant to Regulation 34(2)(e) of the Listing Regulations, the Management Discussion and Analysis Report forms an integral part of this Integrated Annual Report and gives the details, inter alia, about the performance of the Companies India and International Operations, important changes in these businesses, supply chain, external environment, and economic outlook during the year under review.

During the year under review, there was no change in the nature of the Company's business.

### Confirmations:

- a. There were no revisions of financial statements and the Board's Report of the Company during the year under review, and
- b. There were no material changes and commitments that affect the financial position of the Company which have occurred between the end of the financial year 2023-24 and the date of this Report.

## Corporate Governance Report

Our Corporate Governance practices reflect our value system, which encompasses our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our Corporate Governance practices to ensure that we always gain and retain our stakeholders' trust. Corporate Governance is about maximizing shareholder value legally, ethically, and sustainably. At LT Foods, the Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavour to enhance long-term shareholder value in all our business decisions.

A detailed Report on Corporate Governance, pursuant to the requirements of Regulation 34 of the Listing Regulations, forms part of this Integrated Annual Report. A certificate from CS Debasis Dixit, Practicing Company Secretary, the Secretarial Auditor of the Company, confirming compliance of conditions of Corporate Governance during the financial year 2023-24, as stipulated under the Listing Regulations, is annexed to the said Corporate Governance Report. A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter-alia, confirming the correctness of the financial and cash flow statements, adequacy of the

internal control measures and reporting of matters to the Audit Committee, is also annexed to the said Corporate Governance Report.

## Business Responsibility and Sustainability Report (BRSR)

As the significance of Environmental, Social and Governance (ESG) issues grows within the corporate landscape, how companies report on these matters has evolved. With an increasing global awareness of business impacts on society and the environment, ESG reporting demands considerable attention. LT Foods is committed to transparently communicating its ESG performance in alignment with international standards to stakeholders. The BRSR Report adheres to the format outlined in the amendment to Regulation 34(2)(f) of the Listing Regulations, as specified in Gazette Notification No. SEBI/LAD-NRO/GN/2021/22 dated May 05, 2021, is integrated into our Annual Report. Aligned with the nine principles of the National Guidelines on Responsible Business Conduct issued by the Ministry of Corporate Affairs, Government of India, the BRSR for the financial year 2023-24 has been developed. We have bolstered our robust reporting structure and mechanisms to ensure accurate and reliable data capture for BRSR disclosures. Additionally, the Company is incorporating the BRSR core indicators in its Report.

LT Foods firmly upholds the belief that sustainable and inclusive growth can only be achieved through a robust foundation of environmental and social responsibility complemented by effective governance. Our report shows our ongoing endeavours to adopt and enact a balanced approach to ESG criteria within our business operations, a commitment we transparently communicate to stakeholders.

In addition to BRSR Core reporting, LT Foods is also publishing its first Sustainability Report with reference to the Global Reporting Initiative Framework (GRI). The Company will publish the Sustainability Report for the financial year 2023-24 separately.

## Annual Return

In accordance with Section 92(3) read with Section 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as of March 31, 2024, in Form MGT-7, is available on the Company's website at <http://ltgroup.in/investor-updates/annual-return.html>.

The Annual Return will be submitted to the Registrar of Companies within the timelines prescribed under the Act.

## Compliance with Secretarial Standards

The Company has complied with Secretarial Standards issued by ICSI on Meetings of the Board of Directors, General Meetings, and voluntarily the Secretarial Standards on Dividend and Report of the Board of Directors.

## Awards and Accolades

This integrated annual report provides details of some of the significant accolades earned by the Company during the financial year 2023-24.

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

The details of energy conservation, technology absorption and foreign exchange earnings and outgo as required under section 134(3) of the Act read with Rule 8 of Companies (Accounts of Companies) Rules, 2014, as follows:

### Conservation of Energy

#### (i) Measures Undertaken or Impact on Energy Conservation:

1. **Process Automation:** Our Company has implemented comprehensive plant automation initiatives to augment operational efficiency and enhance product quality, thereby minimizing manual errors.
2. **Efficiency Enhancement Projects:** The Company has successfully executed projects focused on reducing line and power factor losses, optimizing compressed air usage, enhancing loading efficiency, minimizing wastage, and streamlining power consumption processes.
3. **Integration of Renewable Energy:** Currently, 49.5% of our total energy requirements across all units in India are met through renewable sources such as steam turbines and solar power. This year, we are ambitiously targeting to increase this figure to 60%.
4. **Rainwater Harvesting:** Emphasizing sustainable water management, our Company has actively pursued the recharging of rainwater harvesting pits through innovative methods, including collecting roof runoff. Furthermore, we have installed additional harvesting pits within our plants and warehouses during the current fiscal year, furthering our commitment to environmental stewardship.

#### (ii) Utilization of Alternate Sources of Energy

1. **By-product Utilization:** The installation of a new turbine (1.25 MW) at our Mandideep Plant made a significant stride towards sustainability. This initiative has enabled us to harness energy from by-products effectively, contributing to our renewable energy portfolio.
2. **Solar Energy Initiative:** In line with our commitment to environmental responsibility, we have recently installed state-of-the-art solar panels (100 kW) at the Mandideep Plant. This installation has bolstered our renewable energy

capacity and underscores our dedication to reducing our carbon footprint.

Together, these initiatives have resulted in a notable 27% increase in the contribution of renewable energy at our Mandideep Plant, marking a significant step towards achieving our sustainable energy goals.

#### (iii) Capital investment on energy conservation equipment:

1. The organization has implemented a flash recovery system for steam dryers, enhancing energy conservation through utilising recovered heat for hot water generation and reducing steam usage.
2. Modifying our drying processes to operate on low-pressure steam aligns with our carbon neutrality objectives.
3. Improvements in our compressed air system, including pipeline resizing and booster pump installation, enhance energy conservation efforts. These initiatives underscore our commitment to sustainable practices and environmental stewardship.

## Technology Absorption

#### (i) Initiatives Towards Technology Absorption:

1. **Digitization Advancements:** Our Company continues to make significant strides in digitization with initiatives such as EWMS (Extended Warehouse Management System) and the implementation of high-tech applications that support on-site data feeding with built-in breakdown detection features. These efforts aim to enhance operational efficiency and maintain stringent quality standards across our processes.
2. **Integration of Bar Codes:** As part of our commitment to modernize operations, we have integrated Bar Codes as a cornerstone tool. This initiative is pivotal in facilitating seamless production planning and ensuring comprehensive traceability from the initial stages of production to invoicing. By leveraging Bar Codes, we can meticulously monitor operations, promptly identify discrepancies, and uphold precise scheduling and thorough traceability throughout our production cycles.

#### (ii) Benefits Derived

1. **Enhanced Productivity and Efficiency:** Our strategic focus on automation and efficiency projects has yielded tangible improvements in productivity across our operations. We have optimized resource utilization and enhanced overall efficiency by streamlining processes and leveraging advanced technologies.

2. **Cost Optimization:** We have successfully reduced operational costs by adopting energy-efficient technologies and increasing our reliance on renewable energy sources. This proactive approach aligns with our sustainability goals and enhances our competitive edge by minimizing energy consumption and maintenance expenditure.

(iv) **Expenditure on Research and Development**

Our ongoing commitment to innovation includes endeavours to reduce our water usage and carbon footprint through cutting-edge technologies. For instance, we are actively exploring the adoption of low-emission refrigerants and battery-operated Material Handling Equipment (MHEs). Additionally, we are pioneering the reuse of treated wastewater utilizing advanced methods. Furthermore, we are implementing low-pressure steam in our manufacturing processes, underscoring our dedication to sustainable practices and operational excellence. These initiatives exemplify our proactive approach to research and development in pursuit of environmental stewardship and efficiency.

### Foreign Exchange Earnings and Outgo:

Details of total foreign exchange spent and the foreign exchange earned are as follows:

| (₹ in Lakh)                            |                    |                    |
|--|--------------------|--------------------|
| Particulars                            | 31-03-2024         | 31-03-2023         |
| <b>Value of imports on CIF basis</b>   |                    |                    |
| Capital goods                          | 11.80              | 11.20              |
| Stores and spares                      | 463.54             | 910.72             |
| Rice                                   | 279.77             | 106.99             |
| Other                                  | 92.50              | 4.62               |
| <b>Total</b>                           | <b>847.61</b>      | <b>1,033.54</b>    |
| <b>Expenditure in foreign currency</b> |                    |                    |
| Legal & Professional                   | 58.76              | 102.66             |
| Interest and other charges to bank     | 144.87             | 53.96              |
| Clearing & Forwarding Expense          | 4,051.12           | 6,238.37           |
| Advertisement                          | 1,200.97           | 78.27              |
| Sales promotion                        | 146.64             | 61.94              |
| Commission on export sales             | -                  | 124.08             |
| Others                                 | 5.74               | 17.71              |
| <b>Total</b>                           | <b>5,608.11</b>    | <b>6,676.99</b>    |
| <b>Earnings in foreign currency</b>    |                    |                    |
| <b>FOB value of exports</b>            | <b>1,76,425.85</b> | <b>1,52,053.80</b> |
| <b>Total</b>                           | <b>1,76,425.85</b> | <b>1,52,053.80</b> |

### Change in the nature of business

There is no change in the nature of the business operations of the Company, during the financial year ended March 31, 2024.

### Material changes and commitments, if any, affecting the financial position between the end of the financial year and the date of Report.

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year ended March 31, 2024 and the date of this Report.

### Details of significant and material orders passed by the regulators or courts

During the financial year 2023-24, no significantly material order was passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in the future.

### Affirmations

To the best of our knowledge and the information available, no application against the Company was filed in any court in India under the Insolvency and Bankruptcy Code, 2016, nor any proceedings thereunder is pending as on March 31, 2024.

During the year under review, there was no instance of onetime settlement with any bank or financial institution.

### Acknowledgements

Our heartfelt gratitude to our consumers, whose sustained support and feedback have always enabled LT Foods to take account of their unique and evolving needs and accordingly diversify the product portfolio to drive utmost consumer satisfaction. We thank our employees, core contributors to our goodwill and growth, for their dedicated efforts and unwavering commitment in achieving our shared goals and helping us to navigate every challenge. Our success would not be possible without the dedication of our vendors, whose continued partnership has helped us to forge an extensive global footprint and reinforce our industry leadership.

We sincerely appreciate the stewards of good governance and responsible practices—the regulatory authorities, bankers, financial institutions, rating agencies, stock exchanges and depositories, auditors, legal advisors, consultants, and other stakeholders. You have played an instrumental role in creating a level playing field and enforcing transparency, ethics, and accountability within every aspect of our operations.

For and on behalf of  
**Board of Directors of LT Foods Limited**

Gurugram  
July 25, 2024

**Vijay Kumar Arora**  
Chairman and Managing Director

## Annexure – I

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

#### Details of Loans, Guarantees or Investments

The details of Loans given, Guarantee provided and Investments made are as follows:

##### (a) Details of Loans:

| S No. | Date of loan | Name of the Company                   | Amount in Rs. Lakhs | Purpose for which loan was given | Date of Board Meeting / Management Committee Meeting | Rate of Interest Charged |
|-------|--------------|---------------------------------------|---------------------|----------------------------------|--|--------------------------|
| 1     | 29-05-2023   | Raghuvesh Agri Foods Private Limited  | 65.16               | Business Purpose                 | 17.05.2024   | 10%                      |
| 2     | 29-05-2023   | Raghuvesh Warehousing Private Limited | 24.12               | Business Purpose                 | 17.05.2024   | 10%                      |
| 3     | 29-08-2023   | Raghuvesh Agri Foods Private Limited  | 3.00                | Business Purpose                 | 17.05.2024   | 10%                      |

##### (b) Details of Investments:

| S No. | Date of Investment | Details of Investee | Amount | Purpose for which the proceeds from investment is proposed to be utilized by the recipient | Date of Board Resolution | Date of Special Resolution | Expected rate of return |
|-------|--------------------|---------------------|--------|--|--------------------------|----------------------------|-------------------------|
| Nil   |                    |                     |        |  |                          |                            |                         |

##### (c) Details of Guarantee / Security provided during the financial year 2023-24

| S No. | Date of recipient                       | Amount in Rs. Lakhs | Purpose for which the security /guarantee is proposed to be utilized by the recipient |
|-------|---|---------------------|---|
| 1     | Tata Capital Financial Services Limited | 1,250.00            | Dealer Financial Loan   |
| 2     | Kotak Mahindra Bank Limited             | 1,000.00            | Dealer Financial Loan   |



# Annexure – II

## AOC 1 DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

### Part "A" : Subsidiaries

Statement containing certain financial information of subsidiaries, associate companies and joint ventures of LT Foods Limited as at March 31, 2024

(Pursuant to first proviso to sub -section (3) of section 129 of Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014

(in lacs unless otherwise stated)

| S. No | Name of the subsidiary                                 | Reporting currency | Date of acquisition of Subsidiary | Financial year ended on | Share capital | Reserve & surplus | Total assets | Total liabilities | Investments | Turnover (including other income) | Profit/(loss) before taxation | Provision for taxation & prior period adjustment | Profit/(loss) after tax expenses and prior period adjustment | Proposed Dividend* | Extent of shareholding (in %age) |
|-------|--|--------------------|-----------------------------------|-------------------------|---------------|-------------------|--------------|-------------------|-------------|-----------------------------------|-------------------------------|--|--|--------------------|----------------------------------|
| 1     | LTO North America, Inc. USA (Wholly Owned Subsidiary)* | USD **             | 02.11.2007                        | 31.03.24                | 67.70         | 1151.19           | 2581.45      | 1362.56           | 89.52       | -                                 | 4853.47                       | 466.79   | 131.15   | 335.64             | 100                              |
| 2     | LT Foods Middle East DMCC (Fellow Subsidiary)          | AED **             | 19.07.2012                        | 31.03.24                | 10.00         | 1.71              | 567.29       | 555.58            | -           | 1505.37                           | (32.00)                       | -  | (32.00)  | -                  | 100                              |
| 3     | Sona Global Ltd. UAE (Wholly Owned Subsidiary)         | AED **             | 17.04.2013                        | 31.03.24                | 132.90        | 11.06             | 144.47       | 0.50              | 10.00       | 1.92                              | (0.07)                        | -  | (0.07)   | -                  | 100                              |
| 4     | Daawat Foods Limited (Subsidiary)                      | INR                | 19.03.2005                        | 31.03.24                | 1,915.53      | 54268.52          | 1,40,942.49  | 84758.45          | 203.82      | 1,55,266.95                       | 14,220.41                     | 3,637.07   | 10,583.34  | 200.00             | 100                              |
| 5     | Nature Bio Foods Limited (Wholly Owned Subsidiary)     | INR                | 04.05.2005                        | 31.03.24                | 242.42        | 23,922.67         | 38,605.00    | 14,439.91         | 3,004.97    | 46,786.55                         | 2866.21                       | 774.03   | 2,092.18   | -                  | 82.50                            |
| 6     | Raghunath Agro Industries Private Limited              | INR                | 20.07.2015                        | 31.03.24                | 424.79        | 3,645.31          | 8893.67      | 4823.56           | -           | 27,640.39                         | 769.98                        | 203.70   | 566.28   | -                  | 100                              |
| 7     | Deva Singh Sham Singh Export Private Limited           | INR                | 12.04.2017                        | 31.03.24                | 1.00          | 107.24            | 266.33       | 158.09            | -           | 1023.73                           | 33.56                         | 8.60   | 24.96  | -                  | 100                              |
| 8     | Nature Bio-Foods B.V.                                  | EURO**             | 06.11.2017                        | 31.03.24                | 0.00          | 63.45             | 338.80       | 117.05            | 4.05        | 438.03                            | 21.16                         | 5.32   | 15.84  | -                  | 82.50                            |
| 9     | LT Agri Services Pvt. Ltd.                             | INR                | 28.08.2014                        | 31.03.24                | 1.00          | (1.11)            | 0.04         | 0.15              | -           | -                                 | (0.11)                        | -  | (0.11)   | -                  | 100                              |
| 10    | Ecopure Specialities Limited                           | INR                | 01.11.2017                        | 31.03.24                | 475.09        | 3,679.42          | 6,712.74     | 2,558.23          | -           | 7,684.69                          | 349.79                        | (76.46)  | (273.22)   | -                  | 82.50                            |
| 11    | Nature Bio Foods Inc                                   | USD**              | 01.08.2020                        | 31.03.24                | 1.00          | 8.49              | 17.24        | 7.75              | -           | 57.06                             | 0.065                         | 0.019  | 0.046  | -                  | 82.50                            |

(in lacs unless otherwise stated)

| S. No | Name of the subsidiary | Reporting currency | Date of acquisition of Subsidiary | Financial year ended on | Share capital | Reserve & surplus | Total assets | Total liabilities | Investments | Turnover (including other income) | Profit/(loss) before taxation | Provision for taxation & prior period adjustment | Profit/(loss) after tax expenses and prior period adjustment | Proposed Dividend# | Extent of shareholding (in %age) |
|-------|------------------------|--------------------|-----------------------------------|-------------------------|---------------|-------------------|--------------|-------------------|-------------|-----------------------------------|-------------------------------|--|--|--------------------|----------------------------------|
| 12    | Bonne Nature Ltd       | UGX**              | 22.12.2023                        | 31.03.2024              | 190.00        | (3403.13)         | 64,961.21    | 66464.34          | -           | 55,433.91                         | (4,861.62)                    | (1,458.49)                                       | (3,403.13)   | -                  | 82.50                            |

\* It Includes step down subsidiaries:- LT Foods Americas, Inc., LT Foods USA LLC, LT Foods Europe Holdings Limited, LT Foods Europe BV and LT Foods U.K. Limited)

Profit & Loss Items dealt with:-

|    |                                     |           |
|----|-------------------------------------|-----------|
| ** | 1 USD (US Dollar)                   | Rs 82.79  |
| ** | 1 AED (United Arab Emirates Dirham) | Rs 22.52  |
| ** | 1 EURO (European Currency)          | Rs 89.80  |
| ** | 1 UGX (Ugandan Shilling)            | Rs 0.0222 |

Balance Sheet Items dealt with:-

|    |                                     |           |
|----|-------------------------------------|-----------|
| ** | 1 USD (US Dollar)                   | Rs 83.79  |
| ** | 1 AED (United Arab Emirates Dirham) | Rs 22.69  |
| ** | 1 EURO (European Currency)          | Rs 90.22  |
| ** | 1 UGX (Ugandan Shilling)            | Rs 0.0217 |

#Dividend received during the financial year 2023-24

Note :- 1. Name of the subsidiaries which are yet to commence operations:- Ecolife, LLC, LT Foundation

2. Name of the subsidiaries which have been liquidated or sold during the year: Nil

3. Details of Material Subsidiaries as per regulation 34(3) Schedule V Part C (10)(n)-

| S No. | Name of Material Subsidiary | Statutory Auditors | Date of Appointment of Statutory Auditors |
|-------|-----------------------------|--------------------|---|
| 1     | Daawat Foods Limited        | MSKA & Associates  | 30.11.2019                                |
| 2     | LT Foods Americas Inc.      | BDO India LLP      | 10.03.2021                                |
| 3     | LT Foods Europe BV          | CA Purna Jain      | 26.10.2023                                |

**PART- B ASSOCIATES AND JOINT VENTURES**

(₹ in Lakh)

| S. No | Name of Associates or Joint Ventures   | Raghuvesh Agri Foods Private Limited (Associate)            | Raghuvesh Warehousing Private Limited (Associate) | Raghuvesh Infrastructure Pvt. Ltd. (Associate) | Kameda LT Foods India Private Limited (Joint Venture)* | Golden Star Trading, Inc. | Leev.NU BV |
|-------|--|---|---|--|--|---------------------------|------------|
| 1.    | Last Audited Balance Sheet date  | 31/03/2024  | 31/03/2024  | 31/03/2024                                     | 31/03/2024   | 31/03/2024                | 31/03/2024 |
| 2.    | Date on which the Associate or Joint Venture was associated or acquired          | 20/05/2014  | 20/05/2014  | 24/08/2015                                     | 14/03/2017   | 28/06/2022                | 21/07/2023 |
| 3.    | Shares of the Associate or Joint Venture held by the Company on the year end No. | 1600000   | 1600000   | 15000  | 29170673   | 27000                     | 5400       |
|       | Amount of Investment in the Associate or Joint Venture (in Lacs)                 | 160.00  | 160.00  | 1.50   | 2917.07  | 6708.90                   | 241.94     |
|       | Extent of holding (in percentage)  | 40%   | 40%   | 30%  | 51%  | 51%                       | 30%        |
| 4.    | Description of how there is significant Influence                                | Holding More than 20% of Total Share Capital of the Company |   |  |  |                           |            |
| 5.    | Reason why the associate/ joint venture is not Consolidated                      | Not Applicable  |   |  |  |                           |            |
| 6.    | Net worth attributable to shareholding as per latest audited balance sheet       | 886.67  | 1027.22   | 609.41   | 1442.80  | 16682.55                  | 916.63     |
| 7.    | Profit or Loss for the year  | 16.69   | (14.90)   | 309.86   | (988.38)   | 10210.09                  | 299.67     |
|       | (i) Considered in consolidation  | 6.67  | (5.96)  | 92.96  | (504.07)   | 5207.15                   | 89.90      |
|       | (ii) Not Considered in consolidation   | 10.02   | (20.86)   | 216.9  | 1492.45  | 5002.94                   | 209.77     |
| 8.    | Proposed Dividend  | -   | -   | -  | -  | -                         | -          |
| 9.    | Extent of shareholding (in %age)   | 40%   | 40%   | 30%  | 51%  | 51%                       | 30%        |

1. Names of associates or joint ventures which are yet to commence operations: None

2. Names of associates or joint ventures which have been liquidated or sold during the year: None

3. The Company has not entered into Joint Venture agreement during the year

4. \* Erstwhile Daawat Kameda Private Limited

# Annexure – III

## Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**LT Foods Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **M/s LT Foods Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s LT Foods Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

### PARA ONE

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s LT Foods Limited** ("the Company") for the financial year ended on **31st March 2024** to the extent applicable according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there-under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015;
- (f) \*The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) \*The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-; and
- (h) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (i) \*The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

\*No event took place under these regulations during the Audit Period.

- (vi) I have also examined the Compliances of the Provisions of the following other laws applicable specifically to the Company wherein I have also relied on the Compliance Certificates/declaration issued by the head of the respective department/management in addition to the checks carried out by me and found that Company has complied with all the provisions of said Acts and also the abovementioned act except the below mentioned observations.

- (1) The Employee's Provident fund & Miscellaneous Provisions Act, 1952
- (2) The Equal Remuneration Act, 1976
- (3) The Maternity Benefit Act, 1961
- (4) The Minimum wages Act, 1948



- (5) The Water (Prevention and Control of Pollution) Act, 1974
- (6) The Air (Prevention and Control of Pollution) Act, 1981
- (7) The Environment (Protection) Act, 1986
- (8) The Employee's State Insurance Act, 1948
- (9) Legal Metrology Act, 2009
- (10) The Factories Act, 1948
- (11) Payment of Gratuity Act, 1972
- (12) The Payment of Wages Act, 1956
- (13) The Contract Labour (Regulation and Abolition) Act, 1970
- (14) The Industrial Employment (Standing Orders) Act, 1946
- (15) The Industrial Dispute Act, 1947
- (16) The Payment of Bonus Act, 1965
- (17) The Sexual Harrassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.
- (18) The Stamp Duty Act, 1889

#### **Observations/Disclaimer in Clause (v) (e) of Para One of Our Report**

1. On 28<sup>th</sup> February 2023, there was violation of Regulation 17(1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 because the Company was required to have one more Independent Director on its Board to make the number of Independent Director as half of the Total board.  
  
On 16<sup>th</sup> June 2023, Company has appointed one Independent Director and accordingly complied with the Regulation 17(1).
2. On 16<sup>th</sup> June 2023, Company has appointed Mr. Satish Chander Gupta as Independent Director in violation of Regulation 17(1A). However, Company has taken shareholder approval on 2<sup>nd</sup> September 2023 and accordingly complied Regulation 17(1A).

#### **PARA SECOND**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India.

Based on our verification of the Company's Books, papers, minutes books, forms and returns filed and other records maintained by the Company and also

the information provided by the Company, its officers, agents, and its authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **I further report that**

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has:

1. Taken Shareholders approval by way of Postal Ballot dated 21<sup>st</sup> June, 2023 for the following items:  
  
Approval of shareholder to regularize Mr. Alrumaih Sulaiman Abdulrahman S as Non executive director of the Company.
2. Taken Shareholders approval by way of Postal Ballot dated 2<sup>nd</sup> September, 2023 for the following items:  
  
Approval of shareholder to regularize Mr. Satish Chander Gupta as Independent Director of the Company.
3. Taken Shareholders approval by way of Postal Ballot dated 14<sup>th</sup> March, 2024 for the following items:  
  
Approval of shareholder to regularize Mr. Raju Lal as Independent Director of the Company.

For **D Dixit and Associates**  
Company Secretaries

**CS Debasis Dixit**

FCS No. 7218, CP No.: 7871

PR-1823/2022

UDIN:F007218F000772171

Place: New Delhi

Date: 18.07.2024

Note: This report is to be read with our letter of even date, which is annexed as **Annexure-A**, and forms as integral part of this report.

# Annexure A to the Secretarial Audit Report

The Members

## LT Foods Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

# Annexure – IV

## Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Daawat Foods Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **M/s Daawat Foods Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s Daawat Foods Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

#### PARA ONE

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Daawat Foods Limited** ("the Company") for the financial year ended on **31st March, 2024** to the extent applicable according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there-under;
- (ii) \*The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- (iii) \*The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) \*The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) \*The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) \*The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) \*The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014;
- (e) \*The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) \*The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) \*The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-; and
- (h) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-

\*Not Applicable to the Company during the Audit Period.

- (vi) I have also examined the Compliances of the Provisions of the following other laws applicable specifically to the Company wherein I have also relied on the Compliance Certificates/declaration issued by the head of the respective department/management in addition to the checks carried out by me and found that Company has complied with all the provisions of said Acts and also the abovementioned act except the below mentioned observations.
  - (1) The Employee's Provident fund & Miscellaneous Provisions Act, 1952
  - (2) The Equal Remuneration Act, 1976
  - (3) The Maternity Benefit Act, 1961
  - (4) The Minimum wages Act, 1948
  - (5) The Water (Prevention and Control of Pollution) Act, 1974

- (6) The Air (Prevention and Control of Pollution) Act, 1981
- (7) The Environment (Protection) Act, 1986
- (8) The Employee's State Insurance Act, 1948
- (9) Legal Metrology Act, 2009
- (10) The Factories Act, 1948
- (11) Payment of Gratuity Act, 1972
- (12) The Payment of Wages Act, 1956
- (13) The Contract Labour (Regulation and Abolition) Act, 1970
- (14) The Industrial Employment (Standing Orders) Act, 1946
- (15) The Industrial Dispute Act, 1947
- (16) The Payment of Bonus Act, 1965
- (17) The Sexual Harrassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Observations/Disclaimer in Clause (i)& (iv) of Para One of Our Report**

1. As per Management representation, the related party transactions during the financial year does not requires shareholder's approval, as the related party transactions entered into by the Company is in its ordinary course of business and on arm's length basis. However, I am unable to comment on the Company's claim of ordinary course of business and on arm's length basis;

**PARA SECOND**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India.

Based on our verification of the Company's Books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and its authorized representatives during the

conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper Balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Observations/Disclaimer in Clause (i) of Para Second of Our Report**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards on meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meeting (SS-2) issued by Institute of Company Secretaries of India.

Based on our verification of the Company's Books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents, and its authorized representatives during the conduct of Secretarial Audit we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



**I further report that**

The Board of Directors of the Company is duly constituted with proper Balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has:

1. Taken Shareholders approval in the Annual General Meeting of Shareholders held on 27th September, 2023 for following items: -
  - a. To alter Articles of Association;
  - b. To Increase the remuneration of Mr. Surinder Kumar Arora and Mr. Ashok Kumar Arora.

For **D Dixit and Associates**  
Company Secretaries

Place: New Delhi

Date: 18.07.2024

UDIN: F007218F000772873

**CS Debasis Dixit**

FCS No. 7218, CP No.: 7871

PR-1823/2022

Note: This report is to be read with our letter of even date, which is annexed as Annexure-A, and forms as integral part of this report.

# Annexure A to the Secretarial Audit Report

The Members

## **Daawat Foods Limited**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

# Annexure – V

## AOC 2 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

| Sl. No. | Particular  | Details        |
|---------|---|----------------|
| a)      | Name (s) of the related party & nature of relationship  | Not Applicable |
| b)      | Nature of contracts/arrangements/transaction  | Not Applicable |
| c)      | Duration of the contracts/arrangements/transaction  | Not Applicable |
| d)      | Salient terms of the contracts or arrangements or transaction including the value, if any                         | Not Applicable |
| e)      | Justification for entering into such contracts or arrangements or transactions'                                   | Not Applicable |
| f)      | Date of approval by the Board   | Not Applicable |
| g)      | Amount paid as advances, if any   | Not Applicable |
| h)      | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | Not Applicable |

### 2. Details of contracts or arrangements or transactions at Arm's length basis.

(Amount in Lakhs)

| S No. | Name of the Related Party & Nature of relationship | Nature of Contracts/ Arrangements/ Transaction   | Duration of the Contracts/ arrangements/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of Approval by the Board                     | Amount paid as advances, if any |
|-------|--|--|--|---|---|---------------------------------|
| 1.    | Daawat Foods Limited<br>(Subsidiary Company)       | Sales / Purchase / Rent / Reimbursement of expenses received/ Freight Expenses / Insurance Income / corporate guarantee charges/Business Support Service/ Sale of Fixed Assets/ Corporate Guarantee Given / Dividend | 01.04.2023 - 31.03.2024                              | 62,757.70   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 2.    | Nature Bio Foods Limited<br>(Subsidiary Company)   | Sales/Purchases/ Rental income / Fumigation Income/ Reimbursement of Expenses/ Processing Charges Income/ Corporate Guarantees given / Corporate Guarantee charges /Business Support Services/ Transport Income      | 01.04.2023 - 31.03.2024                              | 585.11  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |

(Amount in Lakhs)

| S No. | Name of the Related Party & Nature of relationship                      | Nature of Contracts/ Arrangements/ Transaction  | Duration of the Contracts/ arrangements/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of Approval by the Board                     | Amount paid as advances, if any |
|-------|---|---|--|---|---|---------------------------------|
| 3.    | LT Foods Americas Inc.<br>(Wholly Owned Subsidiary Company)             | Sales/ Dividend income  | 01.04.2023 - 31.03.2024                              | 91,485.40   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 4.    | LT Foods Middle East DMCC<br>(Subsidiary Company)                       | Sales   | 01.04.2023 - 31.03.2024                              | 29,230.12   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 5.    | Raghuunath Agro Industries Private Limited (Subsidiary Company)         | Corporate Guarantee charges income /Fumigation Income / Corporate Guarantees given/ Reimbursement of Expenses /Purchases /Sales /Purchase of fixed assets | 01.04.2023 - 31.03.2024                              | 13,580.02   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 6.    | Raghuvesh Agri Foods Private Limited<br>(Associate Company)             | Payment received against loan/interest income /Loan granted   | 01.04.2023 - 31.03.2024                              | 171.90  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 7.    | Super Texfab Private Limited<br>(Entities of KMP)                       | Purchase  | 01.04.2023 - 31.03.2024                              | 6,427.05  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 8.    | Raghuvesh Warehousing Private Limited<br>(Associate Company)            | Payment Received against Loan/interest income/Loan granted  | 01.04.2023 - 31.03.2024                              | 82.12   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 9.    | Deva Singh Sham Singh Exports Private Limited (Wholly Owned Subsidiary) | Sales /Rental Expenses/ Reimbursement of expenses/Fumigation expenses   | 01.04.2023 - 31.03.2024                              | 84.43   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 10.   | LT Foods Europe B.V.<br>(Subsidiary Company)                            | Sale/Purchase/ Business Support Services  | 01.04.2023 - 31.03.2024                              | 7,499.26  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |



(Amount in Lakhs)

| S No. | Name of the Related Party & Nature of relationship                          | Nature of Contracts/ Arrangements/ Transaction   | Duration of the Contracts/ arrangements/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of Approval by the Board                     | Amount paid as advances, if any |
|-------|---|--|--|---|---|---------------------------------|
| 11.   | Kameda LT Foods ( India ) Private Limited (Joint Venture)                   | Purchases/ Sales/ Rental Income/ Reimbursement of Expenses/Investment  | 01.04.2023 - 31.03.2024                              | 886.30  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 12.   | Raghuvesh Infrastructure Private Limited (Associate Company)                | Reimbursement of expenses  | 01.04.2023 - 31.03.2024                              | 10.23   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 13.   | Eco Pure Specialties Limited (Subsidiary Company)                           | Corporate guarantee given/ Corporate Guarantee charges / Business Support Services / Reimbursement of expenses | 01.04.2023 - 31.03.2024                              | 91.14   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 14.   | Global Foods Trading Gmbh (Entities of KMP)                                 | Sales  | 01.04.2023 - 31.03.2024                              | 3,578.48  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 15.   | Global Foods Trading Ltd. (Entities of KMP)                                 | Sales  | 01.04.2023 - 31.03.2024                              | 738.60  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 16.   | Global Foods Trading Spain S.L (Entities of KMP)                            | Sales  | 01.04.2023 - 31.03.2024                              | 1,566.89  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 17.   | Global Foods Trading France Sarl (Entities of KMP)                          | Sales  | 01.04.2023 - 31.03.2024                              | 1334.63   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 18.   | United Farmers Investment Company (Enterprise having significant influence) | Purchase of shares of Daawat Foods Limited   | 01.04.2023 - 31.03.2024                              | -   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |

(Amount in Lakhs)

| S No. | Name of the Related Party & Nature of relationship       | Nature of Contracts/ Arrangements/ Transaction | Duration of the Contracts/ arrangements/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of Approval by the Board                     | Amount paid as advances, if any |
|-------|--|--|--|---|---|---------------------------------|
| 19    | Sona Global Limited<br>(Subsidiary Company)              | Investment                                     | 01.04.2023 - 31.03.2024                              | -   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 20    | Nature Bio Foods BV<br>(Subsidiary Company)              | Business Support Services                      | 01.04.2023 - 31.03.2024                              | 175.12  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 21    | Nature Bio Foods Inc.<br>(Subsidiary Company)            | Sales/ Business Support Services               | 01.04.2023 - 31.03.2024                              | 23.89   | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 | NIL                             |
| 22    | Sindu Foods B.V<br>(Entities of KMP)                     | Sales/Purchases                                | 01.04.2023 - 31.03.2024                              | 305.62  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 |                                 |
| 23    | LT Foods Europe Holdings Limited<br>(Subsidiary Company) | Sales/Purchases                                | 01.04.2023 - 31.03.2024                              | 709.78  | 18.05.2023, 28.07.2023, 30.10.2023 and 25.01.2024 |                                 |

All material transactions were approved by shareholders through Postal Ballot on 28.03.2023.

For and on behalf of Board of Directors of  
**LT Foods Limited**

**Vijay Kumar Arora**

Chairman & Managing Director

DIN: 00012203

Place: Gurugram

Date: July 25, 2024

## Annexure – VI

### Details of Remuneration as per Section 197 of the Companies Act, 2013 ('Act') and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### A. Details as per Section 197 of the Act and Rule 5(1):

##### (i) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24:

| S. No.             | Name of Director           | Designation                  | Ratio of Remuneration to median remuneration of employees |
|--------------------|----------------------------|------------------------------|---|
| Executive Director |                            |                              |   |
| 1                  | Mr. Vijay Kumar Arora*     | Chairman & Managing Director | NA  |
| 2                  | Mr. Ashwani Kumar Arora    | Managing Director & CEO      | 1:50  |
| 3                  | Mr. Surinder Kumar Arora** | Managing Director            | NA  |

\*He draws remuneration from LT Foods Europe BV, Step Down Subsidiary Company.

\*\*He draws remuneration from Daawat Foods Limited, Subsidiary Company.

Note: Non-Executive Directors are not paid any remuneration apart from sitting fees

##### (ii) Percentage increase /(decrease) in the remuneration of Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary, in the financial year 2023-24 is as follows:

| S. No. | Name of the Directors / KMP's       | Designation                             | Percentage increase / (decrease) in remuneration in the financial year 2022-23* |
|--------|-------------------------------------|---|---|
| 1      | Mr. Vijay Kumar Arora               | Chairman & Managing Director            | NA*   |
| 2      | Mr. Ashwani Kumar Arora             | Managing Director & CEO                 | 7%  |
| 3      | Mr. Surinder Kumar Arora            | Managing Director                       | NA**  |
| 4      | Mr. Abhiram Seth                    | Independent Director                    | Nil   |
| 5      | Mrs. Neeru Singh                    | Independent Director                    | Nil   |
| 6      | Mrs. Ambika Sharma                  | Independent Director                    | Nil   |
| 7      | Mr. Raju Lal                        | Independent Director                    | Nil***  |
| 8      | Mr. Alrumaih Sulaiman Abdulrahman S | Non- Executive Non-Independent Director | Nil   |
| 9      | Mr. Satish Chander Gupta            | Independent Director                    | NA****  |
| 10     | Mrs. Monika Chawla Jaggia           | Company Secretary                       | 20.50%  |
| 11     | Mr. Sachin Gupta                    | Chief Financial Officer                 | 22.70%  |

Note: Effective percentage increase / (decrease) is based upon payout during the financial year 2023-24. Non-Executive Directors are not paid any remuneration apart from sitting fees.

\*He draws remuneration from LT Foods Europe BV, Step Down Subsidiary Company.

\*\*He draws remuneration from Daawat Foods Limited, Subsidiary Company.

\*\*\*Appointed w.e.f. January 25, 2024

\*\*\*\*Appointed w.e.f. June 16, 2023

##### (iii) Median Remuneration:

During the financial year 2023-24, median annual remuneration of employees increased by 8.5% over the previous financial year.

##### (iv) Permanent Employees:

The Company had 1188 permanent employees on its rolls as on March 31, 2024.

##### (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification

##### thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase in the salaries of employees other than the managerial personnel during the financial year 2023-24 was 8.2%. The average percentage increase in the remuneration payable to the Chairman, Managing Director & CEO and KMP was 14% during the financial year 2023-24.

(vi) The Company affirms that the remuneration to Directors and employees during the financial year 2023-24 is as per the Nomination and Remuneration Policy.

## Annexure – VII

### ANNUAL REPORT ON CSR PURSUANT TO RULE 8 OF COMPANIES (CORPORATE SOCIAL RESPONSIBILITY POLICY) RULES, 2014

#### 1. Brief outline on CSR Policy of the Company:

In adherence to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors upon the recommendation of CSR Committee considered and approved CSR Policy of the Company.

The Company recognises the vital role played by local communities in its growth and believes in contributing to their well-being. The Company's CSR activities enrich and empower marginalized communities, addressing critical social and economic challenges. Through our initiatives, we aim to enable communities to grow and create value.

The Company's CSR philosophy is based on the keystones comprising:

1. Setting guiding principles for carrying out CSR activities.
2. Setting up the process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company.
3. Conducting business in line with the responsible business framework.
4. Creating superior value for our stakeholders.
5. Implementation of the CSR activities in Projects/ Programme mode through a focused approach for generating maximum approach.

#### 2. Composition of CSR Committee:

| S. No. | Name of Director    | Designation/ Nature of Directorship   | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|--------|---------------------|---------------------------------------|--|--|
| 1      | Neeru Singh         | Chairperson<br>(Independent Director) | 3  | 3  |
| 2      | Vijay Kumar Arora   | Member, Executive Director            | 3  | 2  |
| 3      | Ashwani Kumar Arora | Member, Executive Director            | 3  | 3  |
| 4      | Abhiram Seth        | Member, Independent Director          | 3  | 3  |

#### 3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company.

<http://www.ltgroup.in/pdf/LT-Foods-CSR-Policy-2021.pdf>

#### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.:

As per the provisions of the Companies Act, 2013, Company is not required to conduct Impact Assessment. Company had adopted a proactive approach and has appointed Deloitte Touche Tohmatsu India LLP ("Deloitte") for conducting Impact Assessment of CSR expenditure. Deloitte has submitted their report and has specified that the projects have achieved significant performance in terms of alignment with objectives, stakeholder involvement, targeted goal achievement, resource utilization, timely delivery, long-term impact, community engagement and financial and environmental sustainability.

5. (a) Average net profit of the Company as per sub-section (5) of Section 135: **Rs. 17,250 lacs**
- (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: **Rs. 344.75 Lacs**

- (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. **Nil**
- (d) Amount required to be set-off for the financial year, if any: **Nil**
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: **Rs. 345 Lacs**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **Rs. 229.07 Lacs**
- (b) Amount spent in Administrative Overheads: **Nil**
- (c) Amount spent on Impact Assessment, if applicable: **Rs. 15.63 Lacs**
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **Rs. 244.70 Lacs**
- (e) CSR amount spent or unspent for the Financial Year

| Total Amount Spent for the Financial Year. (in Rs.) | Amount Unspent (in Rs.)  |                   |  |         |                   |
|---|--|-------------------|--|---------|-------------------|
|   | Total Amount transferred to Unspent CSR Account as per section 135(6). |                   | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). |         |                   |
|   | Amount.  | Date of transfer. | Name of the Fund   | Amount. | Date of transfer. |
| 244.70 Lacs   | 100.30 lacs  | 19.04.2024        | NA   | NA      | NA                |

- (f) **Excess amount set off, if any:**

| S. No. | Particular  | Amount (in Rs. In Lac) |
|--------|---|------------------------|
| (i)    | Two percent of average net profit of the Company as per Section 135(5)                                      | 344.75                 |
| (ii)   | Total amount spent for the Financial Year   | 244.70                 |
| (iii)  | Excess amount spent for the financial year [(ii)-(i)]   | NIL                    |
| (iv)   | Surplus arising out of the CSR projects or Programmes or activities of the previous financial years, if any | NIL                    |
| (v)    | Amount available for set off in succeeding financial years [(iii)-(iv)]                                     | NIL                    |

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years**

| 1      | 2                            | 3   | 4  | 5  | 6   |                  | 7  | 8                  |
|--------|------------------------------|---|--|--|---|------------------|--|--------------------|
| S. No. | Preceding Financial Year (s) | Amount transferred to Unspent CSR Account | Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.) | Amount Spent in the Financial Year (in Rs) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any |                  | Amount remaining to be spent in succeeding Financial Years (in Rs) | Deficiency, if any |
|        |                              |   |  |  | Amount (in Rs.)   | Date of Transfer |  |                    |
| 1      | 2022-23                      | -   | -  | 273.50 Lacs                                | NA  | NA               | NIL  | NIL                |
| 2      | 2021-22                      | -   | -  | 229.61 Lacs                                | NA  | NA               | NIL  | NIL                |
| 3      | 2020-21                      | -   | -  | 171.77 Lacs                                | NA  | NA               | NIL  | NIL                |



8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: NO

If Yes, enter the number of Capital assets created/ acquired 

No

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner |      |                    |
|---------|---|-------------------------------------|------------------|----------------------------|---|------|--------------------|
| 1       | 2   | 3                                   | 4                | 5                          | 6   |      |                    |
|         |   |                                     |                  |                            | CSR Registration Number, if applicable                            | Name | Registered address |

9. Specify the reason, if the Company has failed to spend two percent of the average net profit as per sub-section (5) of section 135- NA

Sd/-  
**Ashwani Kumar Arora**  
(Managing Director)

Sd/-  
**Neeru Singh**  
(Chairperson CSR Committee)