

Ref-LTF/ SE/ 2022-23/

Date: 15th November, 2022

To,

The Bombay Stock Exchange (BSE Limited) Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051
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Ref. Code: 532783. Scrip ID: DAAWAT

Subject: Notice of Extra Ordinary General Meeting.

Further to our communication, dated 10th November, 2022 and pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the Extra Ordinary General Meeting ('EGM') of the members of the Company will be held on Wednesday, 07th December, 2022 at 12:00 P.M. (IST) through video conferencing / Other Audio Visual Means (VC/OAVM) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to seek the approval of the members on the proposal as provided in the enclosed Notice of EGM.

The Company has fixed Cut Off Date (Record Date) on Wednesday, 30th November, 2022 to determine eligibility of Members to participate in e-voting to be held for Extra Ordinary General Meeting Scheduled on Wednesday, 07th December, 2022

A copy of the Notice of the EGM is also being uploaded on the website of the Company i.e. www.ltgroup.in

The above is for your information and dissemination to the members.

Thanking you,

Yours truly,

For LT Foods Limited

MONIKA Digitally signed by
JAGGIA MONIKA JAGGIA
Date: 2022.11.15
10:47:01 +05'30'

Monika Chawla Jaggia
Company Secretary
Membership No. F5150



LT FOODS
NURTURING GOODNESS

LT Foods Limited

CIN: L74899DL1990PLC041790

Regd. Office: Unit No. 134, First Floor, Rectangle-1, Saket District Center, New Delhi-110 017

Corporate Office: 4th Floor, MVL I-Park, Sector-15, Gurugram-122 001, Haryana

Tel.: +91-124-3055100 **Fax:** 0124-3055199

Email id: ir@ltgroup.in **Website:** www.ltgroup.in

Notice No-EOGM 01/2022-23

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of LT Foods Limited will be held on Wednesday, December 7, 2022 at 12:00 Noon (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (OAVM) to transact the following businesses as Special Business:

Special Business

1. ISSUANCE OF EQUITY SHARES TO SALIC INTERNATIONAL INVESTMENT COMPANY.

To consider and if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23(1)(b), 42 and 62(1)(c) and the other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and the other rules thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (the “**Act**”), (ii) all other applicable law including without limitation the provisions of (a) the Foreign Exchange Management Act, 1999 and any applicable rules/regulations/circulars issued thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated or issued from time to time, by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), the Stock Exchanges,

the Government of India (“**GOI**”), including any relevant ministry thereunder, the Registrar of Companies, National Capital Territory of Delhi and Haryana (“**ROC**”), Department of Industrial Policy and Promotion and / or any other competent authorities/ institutions/ bodies to the extent applicable, (iii) the listing agreements entered into by the Company with the Stock Exchanges, (iv) the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to any required approvals, permissions, consents and/ or sanctions as may be necessary and on such terms and conditions imposed by any statutory or regulatory authorities (including, inter alia, the Competition Commission of India (“**CCI**”) the consent of the members of the Company be and is hereby accorded to: offer, issue and allot, by way of preferential allotment, of up to 27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four) equity shares of face value of INR 1/- (Rupee One) per equity share (“**Equity Shares**”) at INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) per Equity Share for an aggregate subscription amount of INR 3,898,263,165.72/- (Rupees Three Billion Eight Hundred and Ninety Eight Million Two Hundred and Sixty Three Thousand One Hundred Sixty Five and Paise Seven Two), to SALIC INTERNATIONAL INVESTMENT COMPANY (“**Salic**”), a limited liability company duly incorporated under the laws of the Kingdom of Saudi Arabia with registration number 1010769582 and having its principal office at Business Gate, Building 6,7452 Airport Branch Rd Qurtubah, Ar Riyadh 13244 – 2327, Kingdom of Saudi Arabia, by way of preferential issue on such terms and conditions as may be determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the share subscription agreement dated November 10, 2022;

Name and address of Proposed Allottee	Number of Equity Shares allotted	Issue price (including premium)	Amount (in INR)
SALIC INTERNATIONAL INVESTMENT COMPANY ("Salic"), a limited liability company duly incorporated under the laws of the Kingdom of Saudi Arabia with registration number 1010769582 and having its principal office at Business Gate, Building 6, 7452 Airport Branch Rd Qurtubah, Ar Riyadh 13244 – 2327, Kingdom of Saudi Arabia.	27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four)	INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise)	INR 3,898,263,165.72/- (Rupees Three Billion Eight Hundred and Ninety Eight Million Two Hundred and Sixty Three Thousand One Hundred Sixty Five and Seven Two Paise)

RESOLVED FURTHER THAT The Equity Shares shall rank pari passu in all respects with the then existing equity shares of the Company and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the Company shall apply for final listing and trading approval of the Stock Exchanges for the Equity Shares in the aforesaid resolution, which are to be listed on the Stock Exchanges and shall be subject to the lock-in requirements as mandated under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to issue to Salic the private placement offer letters (pursuant to Section 42 of the Act and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014), in as per the draft offer letters in Form PAS-4 placed before the members of the Company to subscribe to the Equity Shares in aggregate on a private placement basis;

RESOLVED FURTHER THAT subject to any required approvals, permissions, consents and/or sanctions from the CCI as may be necessary, the consent of the members of the Company be and is hereby accorded to the Company to record, in form PAS-5 (or such other form as may be required under Applicable Law), the name of Salic as the offeree in respect of the Equity Shares;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to vary, modify or alter any of the relevant terms and conditions, attached to the number of the Equity Shares, modify, alter, make corrections, finalize and sign the private placement offer letter, with or without any modification(s), and further to issue the same to Salic and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this resolution without being required to seek any further consent or approval from the Company;

RESOLVED FURTHER THAT the valuation report received from Mr. Sanka Hari Surya, Registered Valuer (Regd. No. IBBI/RV/07/2019/12576) which was placed

before the members of the Company be and is hereby accepted;

RESOLVED FURTHER THAT the certificate of Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries, which was placed before the members of the Company be and is hereby taken on record;

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted to Salic by way of a preferential issue or allotment shall, inter-alia, be subject to the following:

- (i). The Equity Shares shall be issued and allotted by the Company to Salic in de-materialized form within a period of 15 (Fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;
- (ii). The "Relevant Date" for the offer, issue and allotment of the Equity Shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, for determination of minimum price for the issue of said Equity Shares is Monday, November 7, 2022 being 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the Ministry of

Corporate Affairs and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to modify, alter, make corrections, finalize and sign the private placement offer letter, in its sole discretion, with or without any modification(s), and further to issue the same to Salic International Investment Company and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the foregoing resolutions;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution to any officer(s) or authorized signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

2. TO APPROVE FOR THE ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant governmental authorities, subject to the closure of the transactions contemplated under the share subscription agreement dated November 10, 2022, the consent and approval of the members of the Company be and is hereby accorded to the Company to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company inter alia incorporating

the key terms of the Shareholders' Agreement dated November 10, 2022 executed and entered into between the Company, Salic International Investment Company, and the Specified Promoters (as defined therein) and other amendments that are clarificatory and align the Articles with the provisions of the Companies Act, 2013 and rules made thereunder, effective from the date of closure of the transactions contemplated under the share subscription agreement dated November 10, 2022;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

3. APPROVAL OF PROPOSED MATERIAL MODIFICATION OF APPROVED MATERIAL RELATED PARTY TRANSACTIONS WITH DAAWAT FOODS LIMITED FOR THE FINANCIAL YEAR 2022-23.

To consider and if thought fit, to pass the following resolution with or without modifications as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the approval of material modification of approved Material Related Party Transactions with Daawat Foods Limited for the Financial Year 2022-23, on the terms and conditions as decided by the Board of Directors and Audit Committee keeping in mind the best interest of the company and agreed by the related party(s).

Nature of Transaction	Approved Maximum Amount of Transactions	Proposed Modification	Nature of Relationship
Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Expenses on Fleet lease/ Reimbursement of Expenses / Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets	Rs. 905 Crores	Rs. 1270 Crores	Material Subsidiary Company

RESOLVED FURTHER THAT all Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

4. APPROVAL OF PROPOSED MATERIAL MODIFICATION OF APPROVED MATERIAL RELATED PARTY TRANSACTIONS WITH SUBSIDIARIES OF LT FOODS LIMITED WITH LT FOODS AMERICAS INC. (WHOLLY OWNED SUBSIDIARY OF LT FOODS LIMITED) FOR THE FINANCIAL YEAR 2022-23.

To consider and if thought fit, to pass the following resolution with or without modifications as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for the material modification of approved Material Related Party Transactions of subsidiaries of LT Foods Limited with LT Foods Americas Inc. (wholly owned subsidiary of LT Foods Limited) on terms and conditions as decided by the Board of Directors and Audit Committee of the Company:

Sl. No.	Name of the Subsidiary Company	Nature of Transactions	Approved Maximum Amount of Transactions (in Crores)	Proposed Material Modification (in Crores)
1.	Daawat Foods Limited	Sales and	348	498
2.	Raghunath Agro Industries Private Limited	Reimbursement of Expenses	124	124
3.	Nature Bio Foods Limited		110	110
4.	Eco Pure Specialities Limited		60	80
5.	Nature Bio Foods B.V.		-	20
Total			642	832

RESOLVED FURTHER THAT all Executive Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

5. TO APPROVE THE AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 or any other rules made thereunder (including any statutory modification(s) or re-enactment thereof the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other laws as may be applicable and such

other approvals, as may be required from the relevant governmental authorities, and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) – “Other Objects” with Clause III (B) – “Objects Incidental or Ancillary to the attainment of the Main Objects” and consequently changing the object numbering as may be appropriate;

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

6. TO APPROVE THE INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.

To consider and if thought fit, to pass the following resolution with or without modifications as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the “Board” which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to –

- (i). give any loan to any person or other body corporate;
- (ii). give any guarantee or provide any security in connection with a loan to any other body corporate or person; and
- (iii). acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

by the Company, provided that the aggregate of the loans and investments so far made and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 1100 Crores or the limits prescribed under Section 186 of the Companies Act, 2013, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized, to exercise all such powers as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto including but not limited to (a) deciding the entity(ies) in which the investment(s) may be made and/or to which loans may extended and/or guarantee(s) and/or security(s) may be provided, the amount of investment/loan/guarantee/security to be extended/provided, the period, nature, manner and other terms of such investment/loan/guarantee/security extended/provided; (b) varying such terms of the investment/loan/guarantee/security; (c) negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be considered proper, necessary, desirable or expedient for the purpose of giving effect to these resolutions; and (d) delegate any or all of the aforesaid authorizations/powers conferred above to any officer / authorized representative of the Company or to any committee set up the Board of directors of the Company.”

By Order of the Board
For LT Foods Limited

Sd/-
Monika Chawla Jaggia
Company Secretary

Membership No. F5150

Place: MVL I-Park, Sector-15, Gurugram-122 001

Date: 10th November, 2022

Notes:

1. In view of the prevailing COVID-19 pandemic scenario, the Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 5, 2022 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI Circular') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021 and 2022, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.
2. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, EGM of the Company will be conducted through VC/OAVM.
3. Since, this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. **Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. **Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its Board or Governing body's resolution / Authorisation, etc., authorising their representative to attend the e-EGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to fcsdebasis@gmail.com**
5. The facility of joining the EGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the EGM, i.e., from 11.45 A.M to 12.15 P.M. and will be available for 1,000 members on a first come first served basis. This rule would however not apply to participation of shareholders holding 2% or more Shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
6. Institutional Investors, who are members of the Company are encouraged to attend and vote at the EGM of the Company.
7. To avoid fraudulent transactions, the identity/ signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
8. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or Registrar & Transfer Agent (hereinafter referred to as RTA).
9. In terms of Section 101 and 136 of the Act, read with the rules made thereunder, the Listed Companies may send the notice of EGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, Notice of EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website: www.ltgroup.in under "Investor Updates" Section under "Business and Investors" tab and also on the website of the stock exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. The recorded transcript of the forthcoming EGM on December 7, 2022 shall also be made available on the website of the Company www.ltgroup.in in the "Investor Updates" Section, as soon as possible after the meeting is over.
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
12. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

13. Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
14. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
15. In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, such person may obtain the user id and password from our RTA or by email request to bssdelhi@bigshareonline.com
16. Only those members/shareholders, who will be present in the EGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting at the EGM. However, members who have voted through remote e-voting may attend the EGM.
17. Members attending the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
20. Members are encouraged to join the Meeting through Laptops for better experience.
21. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
22. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
23. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at: ir@ltgroup.in by Wednesday, 30th November, 2022. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
24. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at ir@ltgroup.in on or before Wednesday, 30th November, 2022.

Miscellaneous:

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

19. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
25. CUT-OFF DATE: The Company has notified cut-off date on Wednesday, 30th November, 2022 for Extra-Ordinary General Meeting.
26. Kindly note that once you have cast your vote through e-voting process, you cannot modify or vote on poll at the Extra-Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.
27. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholders(s) on the cut-off date, i.e. Wednesday, 30th November, 2022.
28. The voting period commence on 4th December, 2022 (09:00 AM) and ends on the close of 6th December 2022 (05.00 PM). The e-voting module shall also be disabled by NSDL for voting thereafter.
29. The Scrutinizer will submit his report to the Managing Director or the Company Secretary of the Company after completion of the scrutiny of the e-voting and the results of the e-voting will be announced at both the registered office and Corporate office on 8th December, 2022. The results of the e-voting will also be posted on the Company's website www.ltgroup.in and communicated to the stock exchanges where the Company's shares are listed.

30. As required by Rule 20(3)(V) and Rule 22(3) of the Companies (Management & Administration) Rules 2014, details of dispatch of EGM Notice to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Delhi.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 4th December, 2022 at 9:00 A.M. and ends on 6th December, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on cut-off date i.e. 30th November 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 30th November 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at: evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at: helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43v

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

3. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i). If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for

CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii). If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsdebasis@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or

"Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at: evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to: ir@ltgroup.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to: ir@ltgroup.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to: evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM 1:

The Board of directors of the Company (the **"Board"**) at its meeting held on November 10, 2022 had, subject to the approval of the Members and such other approvals as may be required, approved the proposal to issue, offer and allot on preferential and private placement basis, for cash, to SALIC International Investment Company (**"Salic"** or **"Proposed Allottee"**) a limited liability company duly incorporated under the laws of the Kingdom of Saudi Arabia with registration number 1010769582 and having its principal office at Business Gate, Building 6,7452 Airport Branch Rd Qurtubah, Ar Riyadh 13244 – 2327, Kingdom of Saudi Arabia, of 27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four) (**"Equity Shares"**) at INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) per Equity Share amounting to 7.89% (Seven point Eight Nine Percent) of the share capital of the Company on a fully diluted basis for an aggregate subscription amount of INR 3,898,263,165.72/- (Rupees Three Billion Eight Hundred and Ninety Eight Million Two Hundred and Sixty Three Thousand One Hundred Sixty Five and Seven Two Paise).

Pursuant to the same, the Company has executed a Share Subscription Agreement on November 10, 2022 with Salic International Investment Company. Simultaneously with the execution of the aforementioned share subscription agreement, a Shareholders' Agreement was executed by

and amongst the Company, Salic International Investment Company and the Specified Promoters (as defined therein) (**"Definitive Agreements"**), the salient features of the transaction are enumerated as under.

Consent of the Members is being sought by a special resolution to enable the Board to issue Equity Shares as may be permitted under applicable laws to Salic in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares and proposed to be issued under Preferential Allotment.

Proposed Transaction:

Subject to receipt of requisite corporate approvals, the Company proposes to issue 27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four) equity shares of face value INR 1/- (Rupee One Only) each, fully paid up constituting approx. 7.89% of the existing issued and paid-up share capital of the Company (**"Equity Shares"**), free from all encumbrances for a cash consideration of INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) (including premium) per share in aggregate INR 3,898,263,165.72/- (Rupees Three Billion Eight Hundred and Ninety Eight Million Two Hundred and Sixty Three Thousand One Hundred and Sixty Five and Seven Two Paise).

The value of the Equity Shares has been determined as per applicable laws, including but not limited to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI (ICDR) Regulations"**). The Equity Shares have been valued by Mr. Sanka Hari Surya, Registered Valuer (Regd. No. IBBI/RV/07/2019/12576). Accordingly, for the proposed issuance, the parties have mutually agreed the value of the shares of the Company at INR 142.23 (Rupees One Hundred and Forty Two and Twenty Three Paise) per share, (i.e. at a premium over the price determined as per SEBI ICDR Regulations for preferential issue).

The disclosures as required in accordance with the provisions of the Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable Regulations/ laws in relation thereto are as under:

1. Disclosure pursuant to Paragraph 2 of Part A, Schedule III of the Listing Regulations read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 9, 2015, Rule 13 of Companies (Share Capital & Debentures) Rules, 2014 & Rule 14 of Companies (Prospectus & Allotment of Securities) Rules, 2014.

Particulars of disclosure	Disclosure																						
Type of securities proposed to be issued	Up to 27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four) equity shares of face value INR 1/- (Rupee One only) each, at a price of INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) per equity share (including premium).																						
Type of issuance	Preferential allotment on a private placement basis.																						
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four) equity shares of face value INR 1/- (Rupee One Only) each, at a price of INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) per such equity share (including premium) aggregating up to INR 3,898,263,165.72/- (Rupees Three Billion Eight Hundred and Ninety Eight Million Two Hundred and Sixty Three Thousand One Hundred and Sixty Five and Seven Two Paise). The total subscription amount aggregates up to INR 3,898,263,165.72/- (Rupees Three Billion Eight Hundred and Ninety Eight Million Two Hundred and Sixty Three Thousand One Hundred and Sixty Five and Seven Two Paise). The equity shares issued to the Investor shall aggregate up to 7.89% (Seven point Eight Nine Percent) shareholding in the Company, on a fully diluted basis.																						
Details to be furnished in case of preferential issue	(set out below)																						
a) Name of the investors	SALIC International Investment Company																						
b) Post allotment of securities outcome of the subscription, issue price/allotted price (in case of convertibles), number of investors	Outcome of allotment: <table border="1"> <thead> <tr> <th rowspan="2">Investor</th> <th rowspan="2">Particulars</th> <th colspan="2">Pre-issue</th> <th colspan="2">Post-allotment of Equity Shares</th> <th colspan="2">Post conversion of Share Warrants into Equity Shares</th> </tr> <tr> <th>No.</th> <th>%</th> <th>No.</th> <th>%</th> <th>No.</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>SALIC International Investment Company</td> <td>Equity Shares</td> <td>Nil</td> <td>Nil</td> <td>27,408,164</td> <td>7.89</td> <td>Not applicable</td> <td>Not applicable</td> </tr> </tbody> </table> <p>Assuming Fully Diluted Basis Issue Price: Equity shares at a price of INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) each. (including premium) Number of investors: There is 1 (One) investor who is being issued equity shares by way of this Preferential Allotment i.e., SALIC International Investment Company.</p>	Investor	Particulars	Pre-issue		Post-allotment of Equity Shares		Post conversion of Share Warrants into Equity Shares		No.	%	No.	%	No.	%	SALIC International Investment Company	Equity Shares	Nil	Nil	27,408,164	7.89	Not applicable	Not applicable
Investor	Particulars			Pre-issue		Post-allotment of Equity Shares		Post conversion of Share Warrants into Equity Shares															
		No.	%	No.	%	No.	%																
SALIC International Investment Company	Equity Shares	Nil	Nil	27,408,164	7.89	Not applicable	Not applicable																
c) In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not applicable.																						
d) Any cancellation or termination of proposal for Issuance of securities including reasons thereof	Not applicable.																						

Particulars of disclosure	Disclosure
e) Date of passing of Board resolution	The Board of Directors of the Company at their meeting held on 10th November 2022 have, subject to the approval of the members of the Company ("Members") and such other approvals as may be required, approved the issue up to 27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four) equity shares of face value of INR 1/- (Rupee One) per equity share ("Equity Shares") at INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) per Equity Share for an aggregate subscription amount of INR 3,898,263,165.72/- (Rupees Three Billion Eight Hundred and Ninety Eight Million Two Hundred and Sixty Three Thousand One Hundred Sixty Five and Paise Seven Two) on a preferential basis ("Preferential allotment") to the proposed investors.V

2. Objects of the Preferential Issue

Further strengthening of the balance sheet, to act on any organic and inorganic growth opportunities across geographies and product categories and to acquire 29.52% stake in the subsidiary – Daawat Foods Ltd. Post this transaction, Daawat Foods Ltd. will become a wholly owned subsidiary of LT Foods Ltd.

3. Number of shares and Pricing of Preferential Issue

The Company proposes to issue 27,408,164 (Twenty Seven Million Four Hundred Eight Thousand One Hundred and Sixty Four) equity shares of the face value of INR 1/- (Rupee One Only) each of the Company at INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise) each including a premium of INR 141.23/- (Rupees One Hundred and Forty One and Twenty Three Paise) to Salic International Investment Company. Please refer to Para 8 below for the basis for calculating the price for the preferential issue.

4. Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or key managerial personnel of the Company, intend to subscribe to any equity shares pursuant to this preferential issue.

5. Shareholding Pattern of the Company before and after the issue:

The Shareholding pattern giving the present position as also considering full allotment of shares issued on the preferential basis, as per Resolution of the Notice is given below:

Sl. No.	Category	Pre- preferential Issue Shareholding (as on 30th September, 2022)		Post- preferential Issue Shareholding (Proposed)	
		No. of equity shares	%	No. of equity shares	%
(A). Promoters' Shareholding					
Indian					
1	Individual	14,83,32,150	46.38%	14,83,32,150	42.72%
2	Bodies Corporate	3,33,84,472	10.44%	3,33,84,472	9.61%
	Sub-total	18,17,16,622	56.81%	18,17,16,622	52.33%
	Sub-total (A)	18,17,16,622	56.81%	18,17,16,622	52.33%
(B). Public Shareholding					
1	Institutional investors				
(a).	Mutual Fund	98,78,878	3.09%	98,78,878	2.84%
(b).	Alternate Investment Funds	5,95,000	0.19%	5,95,000	0.17%
(c).	Foreign Direct Investment	0	0.00%	2,74,08,164	7.89%
(d).	Foreign Portfolio Investors Category I	1,22,38,923	3.83%	1,22,38,923	3.52%
(e).	Foreign Portfolio Investors Category II	5,80,688	0.18%	5,80,688	0.17%
2	Central Government / State Government	0	0.00%	-	0.00%

Sl. No.	Category	Pre- preferential Issue Shareholding (as on 30th September, 2022)		Post- preferential Issue Shareholding (Proposed)	
		No. of equity shares	%	No. of equity shares	%
3	Non-institutional investors				0.00%
(a).	Body Corporate	1,19,16,701	3.73%	1,19,16,701	3.43%
(b).	Public	87409643	27.33%	87409643	25.17%
(c).	Non-resident Indians	65,61,554	2.05%	65,61,554	1.89%
(d).	Others	89,46,771	2.80%	89,46,771	2.58%
	Sub-total (B)	13,81,28,158	43.19%	16,55,36,322	47.67%
	GRAND TOTAL	31,98,44,780	100.00%	34,72,52,944	100.00%

6. Proposed time within which the preferential issue shall be completed

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (Fifteen) days from the date of passing of Special Resolution by the members for issue and allotment of the Equity Shares provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission.

7. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Name of the Proposed Allottee & Class	Category	Ultimate Beneficial Owners (including natural persons)	Percentage of post-preferential capital to be held	Change in control
SALIC International Investment Company (Non-Promoter-Foreign Direct Investor)	Non-Promoter FDI	The proposed allottee is SALIC International Investment Company ("SIIC"). SIIC is a wholly owned subsidiary of Saudi Agriculture and Livestock Investment Company, which in-turn is wholly owned by Public Investment Fund, a sovereign wealth fund of Saudi Arabia. The board of directors (senior managing officials) of the proposed allottee are Sulaiman AIRumaih (Chairman), Nasser Alissa and Mohammed AIMousa	7.89%	There will be no change in the control of the Company consequent to the said issue.

8. Relevant Date and Basis on which the price has been arrived at:

The "Relevant Date" as per SEBI (ICDR) Regulations for determination of minimum price for the Equity Shares as been fixed as November 7, 2022, i.e., 30 days prior to the date of this Extra-ordinary General Meeting.

The equity shares of Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited in accordance with SEBI (ICDR) Regulations.

In terms of Regulation 164 of the applicable provisions of SEBI (ICDR) Regulations the price at which equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of related equity shares quoted on a recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price of related equity shares quoted on a recognized stock exchange preceding the relevant date.

For the purpose of computation of the allotment price per equity share, NSE is the stock exchange that has higher trading volume during the preceding that has the highest trading volume during the preceding 10 trading days prior to the relevant date. The floor price as computed under Regulation 164 of SEBI (ICDR) Regulations is INR 126.45 (Rupees One Hundred and Twenty Six and Forty Five Paise). Accordingly, the price per equity share, to be issued, is fixed at Rs. INR 142.23/- (Rupees One Hundred and Forty Two and Twenty Three Paise), being not less than the price computed under Regulation 164 of SEBI (ICDR) Regulations.

9. Principal terms of assets charged as securities

Not applicable.

10. Undertakings

- a) None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) As the equity shares have been listed for a period of more than 90 (Ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, Company shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so.
- c) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

11. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The Proposed Allottee is not currently a promoter of the Company and post the Preferential Allotment, will continue to be a non-promoter of the Company.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares

13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2022-23.

14. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in requirements as mandated under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the Equity Shares. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company.

16. Other Disclosures:

- a) Salic International Investment Company, the Proposed Allottee, has not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- b) The Company is eligible to make the Preferential Issue to its Promoter under Chapter V of the SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed Company prior to issue of specified securities on a preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolution and the explanatory statement.

The valuation report from Mr. Sanka Hari Surya, Registered Valuer (Regd. No. IBBI/RV/07/2019/12576) having its address at Shree Mahavir Sadhana Chs, D-602, Plot No. 18 EFG, Sector-14 Navi Mumbai, Sanpada-400705 Maharashtra is available on the website of the Company at <http://ltgroup.in/pdf/RV-Certificate.pdf>

The certificate of Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries certifying that the issuance to the Proposed Allottee is being made in accordance with the SEBI (ICDR) Regulations is available on the website of the Company at: <http://ltgroup.in/pdf/PCS-Certificate.pdf>

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the members of the Company.

ITEM 2:

A Shareholders' Agreement dated November 10, 2022 has been executed between the Company, SALIC International Investment Company and the Specified Promoters (as defined therein) ("Shareholders' Agreement"). Pursuant to the terms and conditions under the aforesaid Shareholders' Agreement, the Company shall be required to amend its Articles of Association to reflect the provisions of Shareholders' Agreement. Pursuant to the terms and conditions of the Shareholders' Agreement, the Company proposes to amend / alter the existing Articles of Association of the Company to incorporate the relevant provisions of the said Shareholders' Agreement into the Articles of the Company and adopt the new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

The Company also proposes making certain other amendments to the Articles of Association of the Company that are clarificatory in nature, delete provisions which are no longer relevant and to align the articles with the provisions of the Companies Act, 2013 and rules made thereunder. The Company has vide its Board resolution dated November 10, 2022 approved the amendment to the existing Articles of Association of the Company.

It is proposed that the Articles of Association of the Company be amended to delete Articles No. 5a, 5b, 5c and 5d, Article No. 60A, Article No. 60B and Article 60C

Further, 'Part B' has been added to the Articles of the Association pursuant to the Shareholders' Agreement. The Articles and Schedules included in Part B have been set out below:

S. No.	New Article/Schedule No.	New Articles/Schedules
1.	Article 174	Notwithstanding anything to the contrary contained in Table F of the Companies Act, 2013 and/or Part A of these Articles, the provisions of Part B of these Articles shall also apply to the Company and its Shareholders. Part A of these Articles and Table F of the Companies Act, 2013 shall apply in so far as and to the extent that they are not, either expressly or by necessary implication, contrary to or inconsistent with the provisions of Part B of these Articles. In the event of any inconsistency, conflict or contradiction between the provisions of Part B of these Articles and Part A of these Articles and / or between Part B of these Articles and Table F of the Companies Act, 2013, the provisions of Part B of these Articles shall override and prevail over the provisions of Part A of these Articles and Table F of the Companies Act, 2013.
2.	Article 175	<p>DEFINITIONS AND INTERPRETATION</p> <p>175.1. DEFINITIONS</p> <p>In Part 'B' of these Articles, the following words and expressions shall, unless the context requires otherwise, have the following meanings ascribed to them:</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>"Act" shall mean the Companies Act, 2013.</p> <p>"Affiliate" in relation to a Person,</p> <p>(a) being a corporate entity, shall mean any entity, which, Controls, is Controlled by, or is under common Control with such Person; or</p> <p>(b) being a natural Person, shall mean a Relative of such Person.</p> <p>"Anti-Corruption Laws" shall mean, individually or collectively, the Prevention of Corruption Act, 1988, together with the Prevention of Corruption (Amendment) Act, 2018, Prevention of Money Laundering Act, 2002, the United States' Foreign Corrupt Practices Act (FCPA), 1977 the UK Bribery Act, 2010, and any similar anti-bribery or anti-corruption laws or regulations of any country dealing with foreign or illegal payments, gifts and gratuities, as applicable to the Company.</p> <p>"Articles" shall mean these articles of association of the Company, as amended from time to time.</p> <p>"Assets" shall mean assets or properties of every kind, nature, character and description (whether immovable, movable, tangible, intangible, absolute, accrued, fixed or otherwise) as operated, hired, rented, owned or leased, including, receivables, securities, accounts, real estate, plant and machinery, equipment, patents, copyrights, domain names, trademarks, brands and other intellectual property, raw materials, inventory, furniture and fixtures.</p> <p>"Board" shall mean the Board of Directors of the Company as may be constituted from time to time in accordance with the Shareholders' Agreement, the Charter Documents and Applicable Law.</p> <p>"Board Meeting" shall mean a meeting of the Board, duly convened in accordance with the Shareholders' Agreement, the Applicable Law and the Charter Documents.</p> <p>"Business" shall mean in respect of the Company, the business of (i) milling, processing, marketing procurement, storage, processing, packaging and distribution of branded and non-branded basmati rice and manufacturing of rice food products in the domestic and overseas market; (ii) research and development to add value to rice and rice food products; (iii) any other business undertaken or proposed to be undertaken by the Company (including the business of pulses, sauces, staples, seeds, nuts etc.); and in respect of a Specified Entity, the business undertaken or proposed to be undertaken by such Specified Entity;</p> <p>"Business Day" means a day (excluding a Friday, Saturday, Sunday or a public holiday) on which banks in Riyadh (Saudi Arabia), Gurugram (India) and New Delhi (India) are open for retail banking business.</p> <p>"Chairman" shall have the meaning ascribed to it in Article 176.2 of these Articles.</p> <p>"Charter Documents" shall mean, collectively, the Memorandum and the Articles, as may be amended from time to time.</p> <p>"Closing Date" shall have the meaning ascribed to it in the Share Subscription Agreement.</p> <p>"Consent" shall mean any consent, approval, authorization, clearance, waiver (including contractual waivers in respect of pre-emption rights), permit, grant, concession, agreement, license, certificate, exemption, order, registration or other authorization of whatever nature and by whatever name called, of any Person, including any Governmental Authority.</p> <p>"Control" shall have the meaning ascribed to it under the Act.</p> <p>"Consultation Matter" shall have the meaning ascribed to it in Article 177.4 of these Articles.</p> <p>"Company" shall mean LT Foods Limited, a Company duly incorporated under the laws of India and having its registered office at Unit No. 134, First Floor, Rectangle - 1, Saket District Centre New Delhi – 110017, India. Unless repugnant to the context or meaning thereof, such expression shall mean and include its successors and permitted assigns.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>“D & O Policy” shall have the meaning ascribed to it in Article 176.8 of these Articles.</p> <p>“Director” shall mean a director of the Company, appointed in accordance with the Shareholder’s Agreement, these Articles and Applicable Law.</p> <p>“Effective Date” shall mean the Closing Date as prescribed under the Shareholders’ Agreement</p> <p>“Execution Date” shall mean November 10, 2022.</p> <p>“Fall Away Threshold” shall have the meaning ascribed to it in Article 180.1 of these Articles.</p> <p>“Financial Year” shall mean the period commencing on April 1 of a calendar year and ending on March 31 of the subsequent calendar year.</p> <p>“Fully Diluted Basis” shall mean that the calculation of number of shares of the Company, is to be made as if all Securities then outstanding which are convertible to, or exercisable or exchangeable for, Shares, had been converted, exercised or exchanged in full.</p> <p>“Government Authority” shall mean any governmental or statutory authority, government department, quasi-governmental authority, agency, commission, board, stock exchange, tribunal or court or other entity authorized to make laws, rules or regulations or pass directions having or purporting to have jurisdiction or any state or other subdivision thereof or any municipality, district or other subdivision thereof having jurisdiction.</p> <p>“Guarantee” of, or by a specified Person, shall mean any obligation, contingent or otherwise, of such specified Person guaranteeing or having the economic effect of guaranteeing any indebtedness of any Person in any manner, whether directly or indirectly.</p> <p>“Investor” shall mean Salic International Investment Company, a company duly organised and existing under the laws of the Kingdom of Saudi Arabia and having its principal office at Business Gate, Building 6, 7452 Airport Branch Rd Qurtubah, Ar Riyadh 13244 - 2327, Kingdom of Saudi Arabia. Unless repugnant to the context or meaning thereof, such expression shall mean and include its successors and permitted assigns.</p> <p>“Investor Nominee Director” shall have the meaning ascribed to it in Article 176.1.2 of these Articles.</p> <p>“Investor Observer” shall have the meaning ascribed to it in Article 176.1.2 of these Articles.</p> <p>“Investor Permitted Transferee” shall mean an Affiliate of the Investor.</p> <p>“Investor Purchase Securities” shall have the meaning ascribed to it in under the Shareholders’ Agreement.</p> <p>“Investor Subscription Securities” shall have the meaning ascribed to it in under the Shareholders’ Agreement.</p> <p>“Officer Who Is In Default” shall have the meaning ascribed to it under the Act.</p> <p>“Parties” shall mean the Investor, the Company and the Specified Promoters Collectively and “Party” shall mean any of them individually.</p> <p>“Person” shall mean any individual, Hindu undivided family, sole proprietor, corporation, limited or unlimited liability company, body corporate, society, partnership (whether limited or unlimited), joint venture, estate, trust, executor, administrator, union, unincorporated association or organisation, firm, Government Authority or other enterprise, association, organization or entity, whether or not required to be incorporated or registered under Applicable Law, and their respective successors, legal personal representatives and assigns, as the case may be.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>“Promoter(s)” shall mean the Specified Promoters and other Persons who have been classified as promoters under Applicable Laws, as on the relevant date.</p> <p>“Promoters Permitted Transferee” shall mean an Affiliate of the Specified Promoter(s).</p> <p>“Relative” shall have the meaning ascribed to such term under the Act.</p> <p>“Reserved Matters” shall have the meaning ascribed to it in Article 177.1 of these Articles.</p> <p>“Securities” shall mean the Shares, preference shares or such other class or series of shares, securities or stock, whether or not convertible into or exchangeable for Shares issued by the Company, from time to time, and for the avoidance of doubt shall exclude any debt or debt like instrument.</p> <p>“Share Subscription Agreement” shall mean the share subscription agreement dated November 10, 2022, entered into between the Investor, the Company and the Specified Promoters.</p> <p>“Shareholders” shall mean the shareholders, from time to time, of the Company.</p> <p>“Shareholders’ Agreement” shall mean the shareholders’ agreement dated November 10, 2022, entered into between the Investor, the Company and the Specified Promoters.</p> <p>“Specified Entity” shall mean the Company and all entities required to be included in the consolidated annual financial statements of the Company in accordance with Applicable Laws.</p> <p>“Specified Investor Securities” shall have the meaning ascribed to it in under the Shareholders’ Agreement.</p> <p>“Specified Promoters” shall mean the Persons Listed in Part A of Schedule 1 of these Articles, referred to collectively as “Specified Promoters”, and individually as “Specified Promoter”, which expression shall, unless repugnant to the context or meaning thereof, be deemed to mean and include their respective successors, heirs, executors, administrators and permitted assigns</p> <p>“Taxation Authority” shall mean any Government Authority having jurisdiction over or responsibility with respect to, the administration, assessment, determination, collection or imposition of any Tax and includes any revenue or fiscal authority.</p> <p>“Tax” or “Taxes” shall mean all forms of applicable taxes, whether direct or indirect and includes (a) all central, state, local, municipal or foreign taxes, charges, fees, imposts, levies or other assessments, including in relation to income, profits, receipts, capital, sales, use, goods and services, service, transfer, withholding, capital gains, minimum alternate tax, securities transfer, acquisition, registration, franchise, profits, inventory, capital stock, wealth, license, payroll, employment, social security, excise, severance, utility, dividends, occupation, real or personal property, estimated taxes, fringe benefits, customs duties, assessments, levies, cesses and charges in the nature of a tax, as may be applicable; and (b) all interest, penalties, fines, additions to tax or additional amounts imposed by, collected or assessed by, or payable to any Taxation Authority in connection with any item described in paragraph (a) above as may be applicable.</p> <p>“Transaction Documents” shall have the meaning as ascribed under the Shareholders’ Agreement.</p> <p>“Transfer” shall mean:</p> <p>(a) any transfer or other disposition of Securities or voting interests or any interest therein;</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>(b) any sale, assignment, gift, donation, redemption, conversion or other disposition of such Securities or any interest therein, pursuant to an agreement, arrangement, instrument or understanding by which legal title to, or beneficial ownership of, such Securities or any interest therein, passes from one Person to another Person or to the same Person in a different legal capacity, whether or not for value; and</p> <p>(c) the granting of any Encumbrance in, or extending or attaching to, such Securities or any interest therein.</p> <p>“Vegetarian Food Business” shall mean all and any food business activities based on or involving plants, trees, agriculture and dairy based products but shall not include meat and meat related products.</p> <p>175.2. INTERPRETATION</p> <p>175.2.1 Notwithstanding the generality of the foregoing, it is specifically clarified that:</p> <p>all references under these Articles to the term: (a) “Investor” shall include the Investor Permitted Transferees, in case any Investor Securities have been transferred by the Investor to Investor Permitted Transferees; and (b) “Specified Promoters” shall include the Promoters Permitted Transferees, in case any Securities have been transferred by the Specified Promoters to the Promoters Permitted Transferees, after the Effective Date.</p> <p>175.2.2 Notwithstanding anything to the contrary, for the limited purposes of the Shareholders’ Agreement, any other Transaction Documents and these Articles, for any determination or computation of the Investor’s shareholding in the Company, including without limitation with respect to the exercise of any rights by the Investor under the Shareholders’ Agreement or any other Transaction Documents or the Articles, or to determine whether the Investor satisfies any shareholding threshold set out in the Shareholders’ Agreement or any other Transaction Documents or the Articles, including the Fall Away Threshold, the aggregate shareholding of the Investor and the Investor Permitted Transferees shall be taken into consideration, which for the avoidance of doubt, shall include (a) Securities held by the Investor at the relevant time; (b) Securities issued to the Investor after the Effective Date; (b) Securities transferred by the Specified Promoters to the Investor after the Effective Date (including pursuant to Clauses 7.3 and/or 7.5 of the Shareholders’ Agreement); (c) any Investor Subscription Securities and/or the Investor Purchase Securities transferred by the Investor to an Investor Permitted Transferee after the Effective Date; (d) any Securities issued to an Investor Permitted Transferee after the Effective Date; (e) any Securities transferred by the Promoters to an Investor Permitted Transferee after the Effective Date (“Specified Investor Securities”) and (f) any Specified Investor Securities transferred inter se between the Investor and the Investor Permitted Transferees; and notwithstanding anything stated above, there shall not be any aggregation of shareholding (a) with any other Securities acquired by the Investor or its Affiliates from a third party (i.e., other than the Company and the Specified Promoters and the Investor Permitted Transferees in the manner specified in (f) above), or (b) any Securities acquired under the “Foreign Portfolio Investment” route under the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended from time to time, except securities acquired by the Investor and/or the Investor Permitted Transferees in accordance with Clause 7.5 of the Shareholders’ Agreement.</p>
3.	Article 176	<p>BOARD AND RELATED MATTERS</p> <p>176.1. Composition of the Board; and Investor Nominee Directors</p> <p>176.1.1. Subject to Applicable Law, on and from the Effective Date, the Board shall comprise of a maximum of 15 (fifteen) Directors.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>176.1.2. Subject to the Fall Away Threshold as set out in Article 180.1, the Investor shall, on and from the Effective Date, have the right to nominate 1 (one) non-executive Director ("Investor Nominee Director") and shall have the right to appoint 1 (one) observer (in a non-voting capacity) ("Investor Observer") to the Board of the Company. Additionally, subject to Applicable Law and so long as the Investor has the right to appoint the Investor Observer on the Board, the Investor Observer shall be permitted to attend all meetings of the Board and/ or the Shareholders. Further, subject to execution of a non-disclosure agreement, the Investor Observer shall receive all information provided to the Board and/ or Shareholders, at the same time as it is provided to the Board and/ or Shareholders (as the case may be), though the Investor Observer shall not be allowed to participate in any such meeting and the presence of the Investor Observer shall not be required for determination of quorum of the concerned meeting.</p> <p>176.1.3. The Investor Nominee Director shall not be required to hold any qualification Securities issued by the Company, and shall not have to provide any Guarantee, collateral, financial assurance or undertake any obligations in connection with any financing proposed to be availed by the Company.</p> <p>176.1.4. The Investor shall have the right to request the removal of an Investor Nominee Director and shall be entitled to nominate another Director in place of the Investor Nominee Director so removed. In case of resignation, retirement, removal or vacation from office of the Investor Nominee Director for any reason, the Investor shall have the right to nominate another Director in place of such Investor Nominee Director.</p> <p>176.1.5. Subject to Applicable Law, the Company shall complete the appointment of a Person nominated by the Investor as an Investor Nominee Director, at the next Board Meeting (after receipt of such nomination from the Investor), and in any event within 30 (thirty) calendar days of a notice to the Company from the Investor relating to the appointment of such Director or such additional period as the Parties may agree; provided that the initial Investor Nominee Director shall be appointed on the Closing Date in the manner contemplated in the Share Subscription Agreement. Parties agree that if the Investor Nominee Director is liable to retire by rotation under Applicable Law, such Investor Nominee Director shall be re-appointed with immediate effect after the retirement, and the Company shall pass all necessary resolutions authorizing such re-appointment with immediate effect, subject to Applicable Law.</p> <p>176.2. Chairman</p> <p>The chairman of the Board ("Chairman") shall be nominated by the Specified Promoters from amongst the Promoters of the Company who are Directors and appointed by the Board.</p> <p>176.3. Non-Executive Status and Indemnification</p> <p>176.3.1. The Company agrees and acknowledges that the Investor Nominee Director (including, their alternate director) shall be a non-executive Director and shall not be responsible for the day to day operation of the Business or the Company.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>176.3.2. Subject to Applicable Law, the Investor Nominee Director (including, their alternate director) shall not be: (i) liable for any default or failure of the Company in complying with the provisions of any Applicable Law (including, defaults under the Act); and (ii) identified as 'occupiers' or 'principal employers' of any facilities (including their factories) used by the Company or a Director in charge of managing the affairs of the Company or Officer Who Is In Default under Applicable Law. The Company undertakes to ensure that suitable Persons, other than the Investor Nominee Director (including their alternate director), shall act as occupiers, officer in charge, principal employers or Officer Who Is In Default, as the case may be. The Company undertakes to ensure that in the event of vacation of office by such Person appointed as occupier, officer in charge, principal employer or Officer Who Is In Default, as the case may be, it shall appoint another Person other than the Investor Nominee Director (including, their alternate Directors) to hold such post, and make relevant filings with the Government Authorities in relation to the same, and in compliance with Applicable Law.</p> <p>176.4. Indemnification to Directors</p> <p>176.4.1. Notwithstanding anything to the contrary in these Articles, on and from the Effective Date, the Company agrees to indemnify and hold the Investor Nominee Director (including their alternate Directors) harmless to the maximum extent permitted under Applicable Law except in the event of fraud, wilful misconduct or gross negligence by such Investor Nominee Director, against:</p> <p>(a) any act, omission or conduct of, or by, the Company, or their employees or agents as a result of which, in whole or in part, the Investor Nominee Director is made a party to, or otherwise incurs any loss pursuant to, any action, suit, claim or proceeding arising out of or relating to any such conduct;</p> <p>(b) any action or failure to act as may be required by the Investor Nominee Director at the request of, or with the Consent of, the Company;</p> <p>(c) contravention of any Applicable Law (including, the laws relating to establishments, provident fund, gratuity, labour, environment and pollution) by the Company, and any action or proceedings taken against the Investor Nominee Director in connection with any such contravention or alleged contravention; or</p> <p>(d) any liability incurred by them in defending any proceedings, whether civil or criminal, against the Company or against himself in his / her capacity as a Director.</p> <p>176.4.2. For avoidance of doubt, the Company acknowledges and agrees that if the D&O Policy of the Company does not cover liabilities of the Investor Nominee Director(s), or where the limits have been exhausted vis-à-vis such Investor Nominee Director, then such Investor Nominee Director shall be indemnified through funds of the Company to the extent not covered/indemnified under the D&O Policy. All indemnity amounts under this Article 176.4 shall be paid by the Company grossed up for all applicable Taxes, i.e., on an "after-Tax basis".</p> <p>176.5. Expenses</p> <p>All expenses in relation to travel and hotel expenses within or outside India incurred by the Investor Nominee Director (or their alternate director, as the case may be) for attending any Board Meetings or meeting of any committees or sub-committees, and for attending to the official Business of the Company, shall be borne by the Investor.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>176.6. Committees</p> <p>176.6.1. With effect from the Effective Date and subject to the Fall Away Threshold as set out in Article 180.1 (i) the Investor shall be entitled to nominate the Investor Nominee Director, to (a) audit committee, and (b) the risk committee; and (ii) subject to Applicable Law, the Investor Observer shall be permitted to attend all meetings of the risk committee and audit committee of the Board. Further, subject to execution of such documents as the Company may require from time to time, the Investor Observer shall receive all information provided to the risk committee and audit committee of the Board, at the same time as it is provided to such committee, though the Investor Observer shall not be allowed to participate in any such meetings and the presence of the Investor Observer shall not be required for determination of quorum of the concerned meeting.</p> <p>176.6.2. The Company shall undertake all actions to ensure the appointment of the Investor Nominee Director on the audit and risk committee in accordance with Applicable Law.</p> <p>176.7. Investor not to be classified as Promoter</p> <p>The Investor (or any of its Affiliates who are Shareholders) shall not be considered as 'promoters' of the Company and shall not be identified as a 'promoter' or having 'Control' of the Company in any filings or submissions made by the Company before any Government Authority or Person.</p> <p>176.8. Maintenance of D&O Insurance</p> <p>So long as the Investor has the right to nominate an Investor Nominee Director in terms of Article 176.1.2, the Company shall, at its own cost, maintain, a directors' and officers' liability insurance for the Investor Nominee Director from a reputed insurance company, which is at least at the same level as the directors' and officers' liability insurance policy of the Company as of the Execution Date ("D & O Policy").</p>
4.	Article 177	<p>RESERVED AND CONSULTATION MATTERS</p> <p>177.1. Notwithstanding any provision set out in these Articles, but subject to Article 177.3 and the Fall Away Threshold as set out in Article 180.1, no decision or action in respect of the matters set out in Part A of Schedule 2 of these Articles ("Reserved Matters") shall be passed or resolved (either at a Board, committee or Shareholders level) or acted on without the prior written Consent of the Investor, in order for the Company or any other Specified Entity (as specifically identified in the Reserved Matters) to act thereon. For this purpose, the Company shall promptly provide the Investor all relevant information required by the Investor to make an informed decision on the Reserved Matter.</p> <p>177.2. The Company shall ensure that no action in respect of the Reserved Matters is undertaken unless Consent of the Investor in terms of Article 177.1 has been obtained. Any action or agreement of the Company (including through its officers or Directors) without obtaining such Consent of the Investor shall be invalid and deemed to be void ab initio and not binding on the Company, its Board or its Shareholders.</p> <p>177.3. The quorum for a Board Meeting (including committees) or Shareholders Meeting shall be as required under the Applicable Law, provided that, if the agenda includes any Reserved Matter, then the presence of Investor Nominee Director (in case of Board Meetings and committee meetings) shall be mandatory to constitute quorum for the concerned meeting. Subject to Article 177.1, if any of the items on the agenda of a Board Meeting or an adjourned Board Meeting involves any Reserved Matter(s), and the Investor Nominee Director is not present at such Board Meeting or adjourned Board Meeting, then the Directors present shall be entitled to vote on all matters set out in the agenda of the Board Meeting, other than the Reserved Matters.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
		<p>177.4. Subject to Applicable Laws and the Fall Away Threshold set out in Article 180.1, the Company shall consult with the Investor in respect of the matters set out in Part B of Schedule 2 of these Articles ("Consultation Matter") at least 30 (thirty) days prior to: (a) the Board meeting where such Consultation Matter is proposed to be discussed; or (b) the notice is circulate to the Directors for approval by circulation, or such other time period as may be agreed amongst the Company and the Investor; and shall promptly provide the Investor all relevant information required by the Investor to make an informed decision on the Consultation Matter. For the avoidance of doubt, it is clarified that the affirmative vote of the Investor or the Investor Nominee Director shall not be required at the meeting of the Board, for any resolution of the Board by circulation, any committee of the Board and/or the at the meeting of the Shareholders, as applicable, where such Consultation Matter is brought up, in order for the Company to act on such Consultation Matter.</p>
5.	Article 178	<p>RESTRICTIONS ON TRANSFER OF SECURITIES</p> <p>Any Transfer of Securities (including, the legal or beneficial ownership of such Securities) by the Investor or any Specified Promoter(s) or any rights attached to Securities in breach of the Shareholders' Agreement shall be null and void ab initio. The Company shall not recognize, record or take any action in recognition of any such Transfer.</p>
6.	Article 179	<p>COVENANTS</p> <p>179.1. The Parties undertake to execute and perform all such deeds, documents, assurances, acts and things and to exercise all powers and rights available to them (including, convening of all meetings and giving of all waivers and Consents and passing of all resolutions reasonably required) to ensure that the terms of the Shareholders' Agreement are given effect to. The Parties also agree to undertake all necessary actions (including, through exercise of their respective voting rights in respect of the Securities held by them or through any Director nominated by them) to ensure the fulfilment of the terms of the Shareholders' Agreement and the rights granted to the Investor under the Shareholders' Agreement and these Articles (including, the right of the Investor to nominate the Investor Nominee Director and exercise of its affirmative veto rights through the Reserved Matters).</p> <p>179.2. Without prejudice to the generality of this Article 179, the Investor and the Specified Promoters agree, as between themselves, that, if any provisions of the Charter Documents at any time conflict with any provisions of the Shareholders' Agreement, the provisions of the Shareholders' Agreement shall prevail inter-se the Investor and the Specified Promoters.</p>
7.	Article 180	<p>FALL AWAY OF INVESTOR RIGHTS</p> <p>180.1. Notwithstanding anything contained in these Articles, the Parties agree that all rights of the Investor under: (i) Article 176 (Board and Related Matters), (ii) Article 177 (Reserved and Consultation Matters) read with Part A of Schedule 2 (List of Reserved Matters) and Part B of Schedule 2 (List of Consultation Matters), (iii) Article 183 (No Favorable Rights), and (iv) Article 182 (Information Rights) of these Articles shall fall away in the event the aggregate of the Specified Investor Securities held by the Investor and/or the Investor Permitted Transferees in the Company falls below 5% (five percent) of the issued and paid-up share capital of the Company on a Fully Diluted Basis ("Fall Away Threshold").</p> <p>180.2. For avoidance of doubt, the fall away of the Investor rights in accordance with Article 180.1 shall be without prejudice to the rights and remedies available to the Investor, under these Articles, in regards to the rights and obligations accruing to the Investor prior to such fall away of rights.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
8.	Article 181	<p>ANTI-CORRUPTION</p> <p>181.1. In connection with the Business, the Company shall, and shall ensure that its Directors, employees, agents and any other persons acting for or on behalf of the Company, in providing services to the Company, shall:</p> <p>181.1.1. comply with Anti-Corruption Laws;</p> <p>181.1.2. in addition to but without limiting the generality of the aforementioned sub-Article, refrain from, offering, any facilitation payments, or offering, authorizing, the giving of anything of value, to any government official, for any corrupt purposes.</p>
9.	Article 182	<p>INFORMATION RIGHTS</p> <p>182.1. So long as the Investor owns 5% (five percent) of the paid up share capital of the Company on a Fully Diluted Basis, the Company shall, subject to Applicable Law, including prohibitions or restrictions on the disclosure of price sensitive information relating to the Company under Applicable Laws, provide the information stated in this Article 182 and the second column of table in Schedule 3 (Information Rights), to the Investor Nominee Director, within the timelines set out in Schedule 3 (Information Rights).</p> <p>182.2. Access to Books, Records and other Information</p> <p>Subject to Applicable Law, including relating to any prohibitions or restrictions on the disclosure of price sensitive information relating to the Company, the Investor and each Director (without prejudice to any rights they may have under the Applicable Law) have the right to reasonable access on reasonable notice to inspect the books and records of the Company, and request access to making and/or receiving of copies of, any information relating to the Company and its Business and operations, subject to execution of requisite binding confidentiality obligations.</p> <p>182.3. Disclosure of Information</p> <p>The Company shall ensure that all material developments and issues concerning the Business, operations, compliance, legal proceedings, investigations or proceedings initiated by the Company or by a Government Authority against the Company, accounts and management of the Company are brought to the notice of the Board in accordance with the Applicable Law.</p> <p>182.4. Enquiry from Government Authority</p> <p>The Parties agree that all requests and enquiries from any Government Authority arising out of or in connection with the matters contemplated by the Shareholders' Agreement shall be dealt with by the Parties in consultation with each other, and they shall promptly co-operate with, and provide all necessary information and assistance reasonably required by such Government Authority, upon being requested to do so by the other.</p>
10.	Article 183	<p>NO FAVOURABLE RIGHTS</p> <p>183.1. Neither the Company nor the Specified Promoters shall provide any Person acquiring a non-controlling stake in the Company with rights in relation to the Company or the Securities of the Specified Promoters which are more favorable than those provided to the Investor without the prior written Consent of Investor, if the per Share price paid by such Person is lower than the price per Share invested by the Investor as identified in the Share Subscription Agreement. In the event, any such Person acquiring a non-controlling stake in the Company is offered rights that are more favorable than those available to the Investor under the Shareholders' Agreement, then, unless waived in writing by Investor, all such favorable rights would also automatically be given to the Investor without any further action or requiring execution of additional deeds by the Investor. Parties agree that the foregoing right of the Investor under this Article 183 shall only apply in respect of any acquisitions made any time prior to the 2nd (second) anniversary of the Effective Date.</p>

S. No.	New Article/Schedule No.	New Articles/Schedules
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11. Schedule 1

SCHEDULE 1

PART A

LIST OF SPECIFIED PROMOTERS

SN	Name
1.	Mr. Vijay Kumar Arora
2.	Mr. Ashwani Kumar Arora
3.	Mr. Surinder Kumar Arora
4.	Mr. Ashok Kumar Arora
5.	Raghuvesh Holdings Private Limited

12. Schedule 2

PART A – LIST OF RESERVED MATTERS

- (i) Issuance of convertible Securities or incurring of convertible debt (including by issuance of debt securities) by the Company, which contain an option to convert into Shares of the Company, other than upon the occurrence of an 'event of default' under the terms of conversion of such convertible Securities or debt resulting in the Investor's shareholding falls below 7.5% (seven decimal point five percent) of the paid-up share capital of the Company on a Fully Diluted Basis.
- (ii) Any amendments or modifications to the Memorandum or Articles of the Company to amend the main objects or to modify the rights attached to any class of Shares or Securities, or any such change/amendment of the Articles which is in conflict with the provisions of this Agreement or adversely impacts Investor's rights under this Agreement.
- (iii) Dissolution, winding up or liquidation of the Company, whether or not voluntary and including any re-organization which has an effect of liquidation.
- (iv) Any increase in the number of Directors, beyond 15 (fifteen), on the Board of the Company.
- (v) Subject to Applicable Law, removal of the Investor Nominee Director.
- (vi) Appointment of an auditor which is not one of the following: (a) Deloitte; (b) PwC; (c) Ernst & Young; (d) KPMG; (e) BDO; (f) Grand Thornton; and (g) Mazars.
- (vii) Except in the Ordinary Course of Business, the sale or disposition by the Company of any of its Assets or the Assets of any Specified Entities having fair market value of more than 30% (thirty percent) of the consolidated turnover of the Company, for the previous Financial Year.
- (viii) Initiation of any new line of business other than Vegetarian Food Business.
- (ix) Providing or facilitating any exit by the Company to the persons who are identified as 'Investors' under the Nature Bio Foods Limited investment transaction documents, including by way of any share swap, merger or put option rights.
- (x) Entering into any agreement or arrangement in relation to any of the foregoing in respect of the Company.
- (xi) Entering into any agreement or arrangement in relation to paragraph (vii), in respect of a Specified Entity (other than the Company).

PART B – LIST OF CONSULTATION MATTERS

- (i) Any redemption or delisting of any Securities of the Company.
- (ii) Any modification to the capital structure, including, issuance of or alteration of the terms of any equity, equity linked Securities, convertible instruments, preference shares, Securities convertible into equity shares, or any other instruments representing ownership interest in or consolidation, subdivision or changing the authorized and/or paid-up capital of, the Company (and not covered in Part A, paragraph (i) above).

S. No.	New Article/Schedule No.	New Articles/Schedules												
		(iii) Initiation of any new Vegetarian Food Business by the Company. (iv) Acquisition of all or substantially all Assets comprising a business unit of another company or any merger, amalgamation, de-merger or re-organization. (v) Entering into any agreement or arrangement in relation to any of the foregoing in respect of the Company.												
13.	Schedule 3	SCHEDULE 3 INFORMATION RIGHTS <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #d3d3d3;">#</th> <th style="background-color: #d3d3d3;">Reporting Requirement</th> <th style="background-color: #d3d3d3;">Timeline</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Quarterly MIS in the form agreed between the Investor and the Company and audited annual financial statements and the audited consolidated annual financial statements of the Company for each Financial Year.</td> <td>On a quarterly basis to be provided no later than 5 (five) Business Days following the Board meeting of the Company after the end of the quarter.</td> </tr> <tr> <td>2.</td> <td>The annual report of the Company for each Financial Year, inclusive of its notes thereto.</td> <td>Within 180 (one hundred and eighty) calendar days of the end of the relevant Financial Year or such additional time as may be mutually agreed between the Parties.</td> </tr> <tr> <td>3.</td> <td>Prepare and provide such reports or information relating to business affairs of the Company or its financial position as the Investor may from time to time reasonably request provided that (a) such request is reasonable; (b) the cost of preparing such information/ reports shall be borne by the Investor, if required; and (c) no unpublished price sensitive information shall be shared by the Company.</td> <td>Within 45 (forty five) calendar days or such additional time as may be mutually agreed between the Parties for any request for the relevant information.</td> </tr> </tbody> </table>	#	Reporting Requirement	Timeline	1.	Quarterly MIS in the form agreed between the Investor and the Company and audited annual financial statements and the audited consolidated annual financial statements of the Company for each Financial Year.	On a quarterly basis to be provided no later than 5 (five) Business Days following the Board meeting of the Company after the end of the quarter.	2.	The annual report of the Company for each Financial Year, inclusive of its notes thereto.	Within 180 (one hundred and eighty) calendar days of the end of the relevant Financial Year or such additional time as may be mutually agreed between the Parties.	3.	Prepare and provide such reports or information relating to business affairs of the Company or its financial position as the Investor may from time to time reasonably request provided that (a) such request is reasonable; (b) the cost of preparing such information/ reports shall be borne by the Investor, if required; and (c) no unpublished price sensitive information shall be shared by the Company.	Within 45 (forty five) calendar days or such additional time as may be mutually agreed between the Parties for any request for the relevant information.
#	Reporting Requirement	Timeline												
1.	Quarterly MIS in the form agreed between the Investor and the Company and audited annual financial statements and the audited consolidated annual financial statements of the Company for each Financial Year.	On a quarterly basis to be provided no later than 5 (five) Business Days following the Board meeting of the Company after the end of the quarter.												
2.	The annual report of the Company for each Financial Year, inclusive of its notes thereto.	Within 180 (one hundred and eighty) calendar days of the end of the relevant Financial Year or such additional time as may be mutually agreed between the Parties.												
3.	Prepare and provide such reports or information relating to business affairs of the Company or its financial position as the Investor may from time to time reasonably request provided that (a) such request is reasonable; (b) the cost of preparing such information/ reports shall be borne by the Investor, if required; and (c) no unpublished price sensitive information shall be shared by the Company.	Within 45 (forty five) calendar days or such additional time as may be mutually agreed between the Parties for any request for the relevant information.												

Copy of the draft Article of Association of the Company would be available for inspection by the Members at the Registered Office / Corporate Office during the office hours on any working day, except Saturdays, Sundays and public holidays, between 10.30 a.m. to 4.30 p.m. till the date of EGM. The aforesaid document will also be accessible for inspection during the EGM through electronic mode.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora and Mr. Surinder Kumar Arora and their relatives, are in any way concerned or interested in this resolution.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the members of the Company.

ITEM 3:

Approval of proposed Material Modification of approved Material Related Party Transactions with Daawat Foods Limited for the Financial Year 2022-23.

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the prior consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm's length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material modification to the material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material modification" in relation to any approved Related

Party Transaction shall mean an increase in the value of the contract/arrangement/transaction/on the overall structure of the transaction by 20% (Twenty Percent) of the original approved amount. The approved amount and proposed modifications was disclosed in the resolution.

The Audit Committee and Board of Directors of the Company have approved the following proposed modification to the approved Related Party Transactions with Daawat Foods Limited, subject to the approval of the members, which was placed before them at its respective meetings held on November 10, 2022, and accordingly, the members' approval is sought for the same.

Nature of the Transactions	Nature of Relationship	Approved Amount of Transactions	Proposed Modification
Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Expenses on Fleet lease/ Reimbursement of Expenses/ Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets	Material Subsidiary Company	Rs. 905 Crores	Rs. 1270 Crores

INFORMATION AS PER THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 AND PROVISIONS OF COMPANIES ACT, 2013

A. The following information were provided by the management of the listed entity to the Audit Committee at the time of approval of the proposed Related Party Transactions.

a) Type, material terms and particulars of the proposed Transaction:

The proposed modification to the approved transactions include Sales/Purchases/Interest received/Rent received/ Corporate Guarantee/ Corporate Guarantee Charges / Expenses on Fleet lease/ Reimbursement of Expenses/ Business Support Services/Sale of Fixed Assets/Purchase of Fixed Assets. The Audit Committee has advised to execute the transactions as per the prevailing market condition and all Transactions shall be carried out on arm's length basis and in the ordinary course of business of the Company.

b) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);

Name of the Related Party	Relationship with Listed Entity	Nature of Concern or Interest
Daawat Foods Limited	Material Subsidiary Company	LT Foods Limited holds 70.09% of the Equity Share Capital and 100% Preference Share Capital of the Related Party.

c) Tenure of the proposed transaction: 1st April, 2022 to 31st March, 2023

d) Value of the proposed modified Transactions: Rs. 1270 Crores (Proposed Maximum Amount for all the Transactions)

e) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction: Approximately 23.30%.

f) For a Related Party Transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis: Approximately 123.24%.

B. Justification for why the proposed transaction is in the interest of the listed entity:

Daawat Foods Limited is a material subsidiary Company of LT Foods Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

C. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

The proposed Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.

D. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders:

No such valuation or other external report is relied upon as of now. However, Company will provide a copy through the registered email address of the shareholders, in future, if anything in this obtained by the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora and Mr. Surinder Kumar Arora and their relatives, are in any way concerned or interested in this resolution.

Accordingly, the Board recommends the resolutions as set out in the accompanying Notice for the approval of members of the Company by Ordinary Resolution.

ITEM 4:

Approval of proposed Material Modification of approved Material Related Party Transactions with Subsidiaries of LT Foods Limited with LT Foods Americas Inc. (Wholly Owned Subsidiary of LT Foods Limited) for the Financial Year 2022-23.

SEBI vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 has introduced substantial changes in the Related Party Transaction framework and accordingly has expanded the definition of Related Party Transactions which includes the transactions of subsidiaries with its Related parties. Therefore, the Listed Company or the subsidiary on one hand having a transaction with a related party on the other hand requires to be aggregated and if the transaction is material, prior approval of the shareholders is required.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material modification to the material transactions with related parties required prior approval of the members of the Company through ordinary resolution. Material modification" in relation to any approved Related Party Transaction shall mean an increase in the value of the contract/arrangement/transaction/on the overall structure of the transaction by 20% of the original approved amount. The approved amount and proposed modifications was disclosed in the resolution.

The Audit Committee and Board of Directors of the Company have approved the following modification to the approved Related Party Transactions of subsidiaries (in aggregation) with LT foods Americas Inc., subject to the approval of the members, which was placed before them at its respective meetings held on November 10, 2022. Further, the said transactions qualify as material Related Party transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same. Further, to mention that the transaction of LT Foods Limited with the LT Foods Americas Inc. are exempted for taking the approval and therefore are not taken into consideration for approval of the shareholders.

Sl. No.	Name of the Subsidiary Company	Nature of Transactions	Approved Maximum Amount of Transactions (in Crores)	Proposed Material Modification (in Crores)
1.	Daawat Foods Limited	Sales and	348	498
2.	Raghunath Agro Industries Private Limited	Reimbursement of Expenses	124	124
3.	Nature Bio Foods Limited		110	110
4.	Eco Pure Specialities Limited		60	80
5.	Nature Bio Foods B.V.		-	20
	Total		642	832

INFORMATION AS PER THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER 2021 AND PROVISIONS OF COMPANIES ACT, 2013

The following information were provided by the management of the listed entity to the audit committee at the time of approval of the proposed Related Party Transactions.

Type, material terms and particulars of the proposed transaction-

The Proposed Transactions include the Sales and the Reimbursement of Expenses. The Audit Committee has advised to execute the transactions as per the prevailing market conditions and stipulate that all Transactions shall be carried out on arm's length basis and in the ordinary course of business of the Company.

Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);

Name of the Related Party	Relationship with Listed Entity	Nature of Concern or Interest
Daawat Foods Limited (DFL)	Material Subsidiary Company	LT Foods Limited holds 70.09% of the Equity Share Capital of DFL and 100% Preference Share Capital of DFL
Nature Bio Foods Limited (NBFL)	Subsidiary Company	LT Foods Limited holds 99.95% of the Equity Share Capital of NBFL.
Raghunath Agro Industries Private Limited (RAIPL)	Subsidiary Company	LT Foods Limited holds 96% of the Equity Share Capital of RAIPL.
Eco Pure Specialities Limited (EPSL)	Subsidiary Company	LT Foods Limited holds 99.95% of the Equity Share Capital of EPSL.
Nature Bio Foods B.V.	Subsidiary Company	LT Foods Limited holds 99.95% of the Equity Share Capital of NBF B.V.

Tenure of the proposed transaction: 1st April, 2022 to 31st March, 2023.

Value of the proposed Modified Transaction: Rs. 832 Crores. (Proposed Maximum Amount for all the Transactions)

The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction: Not Applicable since the Proposed transactions do not contain transactions with LT Foods Limited.

For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis;

Daawat Foods Limited: Approximately 48.33%

Nature Bio Foods Limited: Approximately 28%

Raghunath Agro Industries Private Limited: Approximately 50%

Eco Pure Specialities Limited: Approximately 20.12%

Nature Bio Foods B.V.: Approximately 10.02%

Justification for why the proposed transaction is in the interest of the listed entity:

The aforementioned Subsidiary Companies of LT Foods Limited have been able to supply consistent quality at competitive price in line with the LT Foods America's supply schedules and have been able to achieve and prove themselves as reliable partner in the growth journey of the

Company. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

The proposed Transactions does not involve any transaction in relation to loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.

A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders -

No such valuation or other external report is relied upon as of now. However, Company will provide a copy through the registered email address of the shareholders in future if anything in this obtained by the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Vijay Kumar Arora, Mr. Ashwani Kumar Arora and Mr. Surinder Kumar Arora and their relatives, are in any way concerned or interested in this resolution.

Accordingly, the Board recommends the resolution as set out in the accompanying Notice for the approval of members of the Company by Ordinary Resolution.

ITEM 5:

The objects clause (Clause III) of the Memorandum of Association ("MOA") of the Company, as presently in force, is required to be amended to bring it in line with the format under the Companies Act, 2013. Therefore, it is considered expedient to replace the existing MOA with a restated MOA to incorporate the aforesaid object clause as per the Companies Act, 2013.

The restated MOA to be substituted in place of the existing MOA is in the format prescribed under 'Table A' of the Act which sets out the model MOA for a Company limited by shares.

The Board at its meeting held on November 10, 2022 has approved the amendment of the MOA of the Company and the Board now seeks Members' approval for the same.

Copy of the draft Memorandum of Association of the Company would be available for inspection by the Members at the Registered Office / Corporate Office during the office hours on any working day, except Saturdays, Sundays and public holidays, between 10.30 a.m. to 4.30 p.m. till the date of EGM. The aforesaid document will also be accessible for inspection during the EGM through electronic mode.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the members of the Company.

ITEM 6:

The Board is informed that in terms of the provisions of Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014, as amended, the Company is permitted to, directly or indirectly

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and

- c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate,

up to 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher. Further, in terms of the provisions of this section, where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified in Section 186(2) of the Act, prior approval of the Members of the Company, by means of Special Resolution is required to be passed at the general meeting of the Company.

The current limits as approved by the shareholders of the Company is INR 900 Crores. In this regard, subject to the approval of the Members, the Board in its meeting dated November 10, 2022 had revised the limits under Section 186 (2) of the Companies Act to INR 1100 Crores or such amounts as prescribed under the aforementioned section, whichever is higher. Accordingly, the Board recommends the special resolution set forth at Item 6 of the Notice for consideration of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution mentioned at Item 6 of the Notice.

The Board, accordingly, recommends passing of the Special Resolution as set out in this Notice, for the approval of the members of the Company.

By Order of the Board
For LT Foods Limited

Sd/-
Monika Chawla Jaggia
Company Secretary

Membership No. F5150

Place: MVL I-Park, Sector-15, Gurugram-122 001

Date: 10th November, 2022

