

Ref-LTF/ SE/ 2026-27

Date: June 17, 2026

To,

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

Ref. Code: 532783. Scrip ID: LTFOODS

Subject: Postal Ballot Notice

Dear Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice being sent to the Members of the Company for seeking their approval for special business as set out in the said Notice.

In compliance with the Circulars of the Ministry of Corporate Affairs, the Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA) i.e /s. Bigshare Services Pvt. Ltd, as on Friday, June 12, 2026 (cut-off date).

The e-Voting shall commence on **Wednesday, June 17, 2026 at 09.00 A.M. (IST) and end on Thursday, July 16, 2025 at 5.00 P.M. (IST) (both days inclusive).**

The copy of the said Notice is also available on the website of the Company at www.ltfoods.com and on the website of NSDL at www.evoting.nsdl.com

Kindly take the same on record.

Yours truly,
For **LT Foods Limited**

Monika Chawla Jaggia
Company Secretary
Membership No. F5150
Encl: a/a

Our Trusted Brands





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:** <https://ltfoods.com/>

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**), pursuant to the Ministry of Corporate Affairs ('MCA') General Circular No. 14/2020 dated April 8, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and various other circulars issued by the MCA and SEBI and in reference to the recent MCA General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 and MCA General Circular 03/2025 dated September 22, 2025 ('hereinafter collectively referred to as Circulars'), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed by the Members of LT Foods Limited (the **"Company"**) by means of Postal Ballot, only by way of remote e-voting (**"Remote e-voting"**) process.

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (**"Notice"**) only by email to all its members who have registered their email addresses with the Company / M/s. Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent (**"RTA"**) or Depositories. Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place only through the remote e-voting system. If your e-mail address is not registered

with the Company/RTA/ Depositories, please follow the process provided in the Notes to receive this Notice.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Debasis Dixit, Proprietor, M/s. D Dixit & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Instructions for e-voting' in this Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolution through the e-voting process, which shall commence from June 17, 2026 at 9.00 A.M.(IST) and shall end on July 16, 2026 at 5.00 P.M. (IST), failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as **"NSDL"** or **"Service Provider"**) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary

arrangements with RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from the conclusion of the e-voting period to the stock exchanges in accordance with the Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman or Company Secretary of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.ltfoods.com on the website of NSDL at www.evoting.nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting i.e. July 16, 2026.

PROPOSED RESOLUTIONS

ITEM NO.1:

APPOINTMENT OF MR. RAJ KUMAR JAIN (DIN: 01741527) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and

the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Raj Kumar Jain (**DIN: 01741527**), who is appointed as an Additional Director of the Company (in the capacity of Independent Director) by the Board with effect from May 14, 2026 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from May 14, 2026 to May 13, 2031 (both days inclusive), not liable to retire by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board from time to time within the overall limits of remuneration under the Act".

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

Sd/-

Monika Chawla Jaggia

Company Secretary & Compliance Officer
Membership No. F-5150
Address: 4th Floor, MVL i-Park, Sector-15,
Gurgaon, Haryana-122001

Place: Gurugram
Date: May 14, 2026

Notes and Instructions:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) read with Section 110 and other applicable provisions, if any of the Act read with the Rules framed thereunder concerning the Business in respect of Item no. 1 as set out above in respect of the resolution to be passed through postal ballot by e-voting is annexed hereto.
2. In accordance with the provisions of the Act, read with Rules made thereunder and General Circular No. 14/2020 dated April 8, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and various other circulars issued by the MCA and SEBI and in reference to the recent MCA General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024, the Postal Ballot Notice is being sent through e-mail only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agents (“RTA”) i.e. Bigshare Services Pvt. Ltd as on **June 12, 2026 (“Cut-off Date”)**.
3. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the RTA of the Company in case the shares are held by them in physical form. However, for limited purposes like receiving this Postal Ballot Notice, Members holding shares in electronic mode may register their email address with the RTA as per the process given under General Guidelines for shareholders in the e-Voting instructions of the notes to this Notice.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible for casting their votes through e-Voting. A person who is not a member on the cut-off date should treat this Notice for information purposes only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date; Friday, June 12, 2026.

It is however, clarified that all Members of the Company as on the cut-off date [including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company’s (RTA/ Depositories)] shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter in this Notice.
5. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of e-Voting i.e. **Thursday, July 16, 2026**. Further, Resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
6. Members may download the Notice from the Company’s website at www.ltfoods.com or from NSDL’s website at www.evoting.nsdl.com A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
7. The Company has appointed Mr. Debasis Dixit (CP No. 7871), Proprietor, M/s D Dixit & Associates, Practicing Company Secretaries, to act as the scrutinizers, to scrutinize the e-Voting process in a fair and transparent manner. The Scrutinizers’ decision on the validity of the vote on Postal Ballot shall be final and binding.
8. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the Resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body’s Resolution / Authorization, authorizing their representative to vote through e-Voting, to the Scrutinizer through e-mail at fcsdebasis@gmail.com
9. The Company is pleased to offer e-Voting facility to all the Members, to cast their vote electronically. The Company has availed the electronic voting platform of National Securities Depository Limited (NSDL), to provide e-Voting facility to its Members. The detailed procedure with respect to e-Voting is mentioned in this Notice.
10. Dispatch of the Notice shall be deemed to be completed on the date on which NSDL sends out the communication for the postal ballot process by e-mail to the Members of the Company. The voting shall commence on Wednesday, June 17, 2026 at 9.00 A.M. (IST) and shall end on Thursday, July 16, 2026 at 5.00 P.M. (IST) (both days inclusive). During this period, Members of the Company holding shares in physical or dematerialized form as on the cut – off date may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once a vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
11. The Scrutinizer will after the conclusion of e-Voting, submit the report to the Chairman or any other person authorized by Board and declare the result of the voting forthwith, after scrutiny of the votes cast through e-Voting and the result of the Postal Ballot shall be declared on Friday, July 17, 2026.
12. The results declared along with the Scrutinizers’ Report shall be placed on the Company’s website

www.ltfoods.com and on the websites of Stock Exchanges and NSDL. The proposed Resolutions, if approved, shall be deemed to have been passed on the last day of e-Voting i.e. July 16, 2026.

13. All relevant document(s) referred to in this Postal Ballot Notice are available for inspection on the Company's website- www.ltfoods.com from the date of circulation of this Notice up to the date of declaration of Postal Ballot results.
14. The vote in this Postal Ballot cannot be exercised through proxy and In case of joint holders, only such joint holders who are higher in the order of names will be entitled to vote.

15. SEBI vide its Circular SEBI/HO/MIRSD/POD1/P/ CIR/2024/37 dated May 7, 2024 read with Circular SEBI/ HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, stated that all the listed companies shall intimate its securities holders holding in physical mode to comply with the requirements of registration/updation of valid PAN and KYC details with them/their RTAs for the folios wherein the details are missing and are not registered. As per the Circular any request/complaint from the holder/ claimant shall be entertained only after the folio is fully KYC compliant as per the Circular. The holders are also requested to update/furnish their Nomination details.

16. The instructions for the Members for e-Voting are as provided in **Annexure II**.

ANNEXURE I

STATEMENT SETTING OUT ALL MATERIAL FACTS CONCERNING THE BUSINESS TO BE TRANSACTED THROUGH POSTAL BALLOT AS STATED IN THE NOTICE DATED MAY 14, 2026 [Pursuant to Section 102 and Section 110 of the Companies Act, 2013 and Secretarial Standard 2]

ITEM NO. 1 - APPOINTMENT OF MR. RAJ KUMAR JAIN (DIN: 01741527) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

In terms of the provisions of Section 161 of the Act and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on Thursday, May 14, 2026, appointed Mr. Raj Kumar Jain (DIN: 01741527) as an Additional Director in the Category on Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 14, 2026 to May 13, 2031, (both days inclusive) subject to approval of members of the Company.

Further, Mr. Jain has been appointed as a Member of the Nomination & Remuneration Committee, Risk Management Committee, and Merger & Acquisition Committee, and Chairman of the Corporate Social Responsibility & Environment, Social and Governance (ESG) Committee of the Company effective from May 14, 2026.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the shareholders for appointment of a director is to be considered at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Skills and capabilities required for the role of Independent Director and the manner in which Mr. Raj Kumar Jain meets such requirements:

Mr. Raj Kumar Jain possesses extensive leadership and management experience spanning over four decades across diverse sectors including retail, consumer goods, e-commerce, media, supply chain, and consulting. He currently serves as Managing Director of Clicktech Retail Private Limited, a leading e-commerce seller in India, and is the Founder of Bounce Inc., a management and operations consulting firm focused on market entry strategies, operational excellence, and digital transformation initiatives.

Mr. Jain has held several prominent leadership positions during his distinguished career. He served as Chief Executive Officer of The Times of India Group, India's largest media conglomerate. He also played a pivotal role in leading Walmart Inc.'s entry into India through its joint venture with the Bharti Group and was instrumental in establishing a pan-India wholesale, retail, and supply chain business. Prior to this, he served as APAC Head – Marketing & Supply Chain at Whirlpool Corporation and as Managing Director & CEO of Whirlpool India Limited, where he successfully led business growth and brand development initiatives.

Earlier in his career, Mr. Jain spent over sixteen years with Hindustan Lever Limited in India and the United Kingdom, holding several leadership positions across sales, marketing, and supply chain functions. His extensive experience in managing large-scale businesses, driving strategic transformation, and building high-performance organizations provides him with strong commercial, operational, and financial expertise.

Mr. Jain has also contributed significantly to governance and industry bodies. He is the former Chairperson of the Board of the American Chamber of Commerce & Industry (AMCHAM) in India and has served on the Boards of the Advertising Standards Council of India (ASCI) and the HOPE Foundation. These roles have strengthened his understanding of governance frameworks, regulatory compliance, stakeholder management, and ethical business practices. He holds a Bachelor's Degree in

Engineering from Delhi College of Engineering and an MBA from the Kellogg School of Business. His global business exposure, strategic leadership experience, governance expertise, and proven track record in managing complex organizations enable him to provide valuable independent judgment and effective oversight as a member of the Board.

In the opinion of the Board, Mr. Raj Kumar Jain possesses the requisite skills, experience, integrity, expertise, and proficiency required to effectively discharge the duties and responsibilities of an Independent Director. The Board believes that his rich and diverse experience across global and Indian businesses, coupled with his proven track record of leading large-scale transformations and growth initiatives, will significantly strengthen the Board's deliberations and immensely benefit the Company's ambitious growth strategy, governance framework, and long-term sustainable value creation.

The NRC and Board have identified amongst others, Entrepreneurship, Leadership, M&A, Strategy and Investment Management, business transformation expertise, Corporate Governance, Digital Skills, Stakeholder Engagement and Industry knowledge as the skills and capabilities for the role and Mr. Raj Kumar Jain meets such requirements.

The Company has received the following details/documents from Mr. Raj Kumar Jain:

- a) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- b) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub section (2) of Section 164 of the Act;
- c) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- d) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, confirming that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- e) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- f) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent

directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing by a member proposing his candidature under Section 160 of the Act.

Further, Mr. Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Raj Kumar Jain will be paid remuneration as per the provisions of Section 197 of the Act, by way of fee for attending meetings of the Board or Committees thereof, within the limits stipulated under the Act as approved by the Board.

Mr. Jain does not have any business relationship with the Company, except as disclosed in this Explanatory Statement, and satisfies the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

A copy of the draft letter for the appointment of Mr. Jain as an Independent Director is available for inspection on the website of the Company from the date of dispatch of the notice up to the last date of voting.

The profile, specific areas of expertise of Mr. Jain and other relevant information as required under Listing Regulations and Secretarial Standard -2 issued by the Institute of Company Secretaries of India are provided as Annexure.

Except Mr. Raj Kumar Jain, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in passing of the resolution set out in Item No. 1 of this Notice. Further, the relatives of Mr. Jain are also deemed to be interested in this resolution, to the extent of their shareholding in the Company, if any.

The Board recommends the ordinary resolution as set out in Item no. 1 of this notice for the approval of Members.

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

Sd/-
Monika Chawla Jaggia
Company Secretary & Compliance Officer
Membership No.-F-5150
Address: 4th Floor, MVL i-Park, Sector-15,
Gurgaon, Haryana-122001

Place: Gurugram
Date: 14th May, 2026

Annexure

DETAILS OF DIRECTOR AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARD -2 ON GENERAL MEETINGS:



Name of the Director	Mr. Raj Kumar Jain
Designation	Independent Director
Director Identification Number	01741527
Nationality	Indian
Age (in years) as on the date of this Postal Ballot Notice	67
Date of first appointment	May 14, 2026
Brief Profile	As stated in Annexure I
Qualification	Engineering Degree from Delhi College of Engineering, and MBA from Kellogg School of Business
Experience	More than 40 years
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Entrepreneurship • Leadership • M&A, Strategy and Investment Management • Business transformation expertise • Corporate governance • Stakeholder Engagement • Digital Skills • Industry knowledge
Term of Appointment	Appointment as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from May 14, 2026 to May 13, 2031 (both days inclusive), not liable to retire by rotation.
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Raj Kumar Jain, other Members of the Board and Key Managerial Personnel of the Company.

Directorships in other companies

1. Independent Director in SRF Limited
2. Independent Director in JK Agri Genetics Limited
3. Independent Director in Relaxo Footwears Limited
4. Independent Director in J.K. Fenner (India) Limited
5. Independent Director In Network18 Media & Investments Limited
6. Managing Director in Clicktech Retail Private Limited
7. Director in New Trends Commerce Private Limited.
8. Director in Sabhyata Foundation

Name of the entity in which the Director holds committee memberships and chairpersonship as on the date of this Postal Ballot Notice (excludes foreign companies)

Name of the Company	Category (Independent / Non-Executive)	Name of the Committee
SRF Limited	Independent Director	Audit Committee-Member Stakeholders Relationship Committee-Chairman
Relaxo Footwears Limited	Independent Director	Audit Committee-Member Risk Management Committee-Member
JK Agri Genetics Limited	Independent Director	Audit Committee-Member Nomination & Remuneration Committee-Chairman Stakeholder Relationship Committee-Chairman
Network18 Media & Investments Limited	Independent Director	Audit Committee -Member

Listed entities from which the Director has resigned in the past 3 (three) years

None

Shareholding along with shareholding as a Beneficial Owner in the Company as on the date of Postal Ballot Notice

526 Equity Shares

No. of Board Meetings attended during the year

Not Applicable, as the date of appointment is with effect from May 14, 2026.

Details of remuneration last drawn (in ₹)

Not Applicable

Details of remuneration proposed

In terms of the Company's NRC Policy, Mr. Raj Kumar Jain will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/Committee(s) meetings, and such commission as may be approved by the Board from time to time based on recommendation of the NRC, within the overall limits of remuneration to Non-Executive Directors as per the provisions of the Act and as approved by the Members. Details of remuneration to Independent Directors shall be disclosed as part of the Annual Report

ANNEXURE II

INSTRUCTIONS FOR REMOTEE-VOTING

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

Step1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

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

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. 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. 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



Type of Shareholders	Login Method
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 / Easiestare https://web.cdslindia.com/myeasi/home/loginorwww.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 fore-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-into NSDL e-Voting website?

- 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.
- 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.

Alternatively ,if you are registered for NSDL e-services i.e. IDEAS ,you can login 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 DPID followed by 8 Digit Client ID For example if your DPID is IN300*** and ClientID 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 ____ then user ID is 101456001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is active.
- Select "EVEN" of the Company to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the print out of the votes cast by you by clicking on the print option on the confirmation page.
- 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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com 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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.
2. In case shares are held in demat mode, please provide DPID-CLID (16digit 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@itgroup.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 one-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.

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@itgroup.in.

VOTING RESULTS:

The Scrutinizer shall, immediately after the conclusion of the voting, count the votes cast during Postal Ballot through remote e-voting and prepare a Scrutinizer's Report of the total votes cast in favour or against or invalid, if any, and submit the report to the Chairperson or Company Secretary of the Company or any person authorized in that respect within stipulated time lines of the conclusion of the voting period, who shall countersign the same and thereafter results of the voting will be declared. The results declared along with the scrutinizer's report shall be placed on the Company's website at www.itgroup.in and on the website of NSDL and shall also be communicated to the stock exchanges viz. BSE Limited & National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, where the shares of the Company are listed. The resolution shall be deemed to have been passed on July 16, 2026 (being the last date of e-voting period of Postal Ballot) subject to obtaining requisite votes thereto.