Registered Office: 8-2-596, 1<sup>st</sup> Floor, 1B, Sumedha Estates, Avenue-4, Puzzolana Towers, Street No. 1, Road No. 10, Banjara Hills, Hyderabad 500034, Telangana

Tel: 91-40-4020 2124

E-mail: investors@lotuschocolate.com Website: www.lotuschocolate.com CIN: L15200TG1988PLC009111

### 21.02.2025/LCCL/SEC/24-25

**BSE Limited** 

Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001

**Scrip Code: 523475** 

Dear Sirs,

Sub.: Disclosure under Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company had sought approval of the members of the Company for:

- 1. Appointment of Ms. Riddhi Bhimani (DIN: 10072936) as an Independent Director of the Company;
- 2. Appointment of Mr. Abhijeet Pai (DIN: 02100465) as a Non-Executive Director of the Company;
- 3. Appointment of Mr. Aditya Pai (DIN: 07538946) as a Non-Executive Director of the Company;
- 4. Increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013; and
- 5. Creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013.

The above resolutions have been passed with more than requisite majority on February 21, 2025 (the last date of e-voting).

The voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report on remote e-voting, in respect of above resolutions are attached.



Registered Office: 8-2-596, 1<sup>st</sup> Floor, 1B, Sumedha Estates, Avenue-4, Puzzolana Towers, Street No. 1, Road No. 10, Banjara Hills, Hyderabad 500034, Telangana

Tel: 91-40-4020 2124

E-mail: investors@lotuschocolate.com Website: www.lotuschocolate.com CIN: L15200TG1988PLC009111

The voting results are also available on the website of the Company and KFin Technologies Limited, authorised agency which provided e-voting facility.

This is for information and record.

Thanking you,

Yours faithfully,

For Lotus Chocolate Company Limited

Utsav Saini Company Secretary and Compliance Officer

# LOTUS CHOCOLATE COMPANY LIMITED

# Voting Results (Postal Ballot by way of remote e-voting)

Date of AGM/EGM:	Not Applicable			
	(Resolutions passed through postal Ballot on February 21, 2025)			
Total number of shareholders on record date (i.e., January 17, 2025 - cut-off date for voting purpose):	24,373			
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable			
Promoters and Promoter Group: Public:	(Resolutions passed through Postal Ballot)			
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable			
Promoters and Promoter Group:	(Resolutions passed through			
Public:	Postal Ballot)			

## Agenda-wise disclosure

The Mode of voting for all resolutions was remote e-voting.

Resolution 1: Appointment of Ms. Riddhi Bhimani (DIN: 10072936) as an Independent Director of the Company (Special Resolution)

Whether prom	oter/ promoter group	are interested in the ag	enda/resolution:			No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled#	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Promoter	Poll	N.A.	0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot (if applicable)			0.0000			0.0000	0.0000
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public -	E-Voting	13,900	0	0.0000	0	0	0.0000	0.0000
Institutions	Poll	N.A.	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)			0.0000			0.0000	0.0000
	Total	13,900	0	0.0000	0	0	0.0000	0.0000
Public -	E-Voting	35,72,999	3,19,232	8.9346	2,80,502	38,730	87.8678	12.1322
Non-	Poll	N.A.	0	0.0000	0	0	0.0000	0.0000
Institutions	Postal Ballot (if applicable)			0.0000			0.0000	0.0000
	Total	35,72,999	3,19,232	8.9346	2,80,502	38,730	87.8678	12.1322
Total		1,28,41,049	95,73,382	74.5530	95,34,652	38,730	99.5954	0.4046

Details of Invalid Votes						
Category	Number of Votes					
Promoter and Promoter	0					
Group						
Public- Institutions	0					
Public- Non-Institutions	0					
Total	0					

Resolution 2: Appointment of Mr. Abhijeet Pai (DIN: 02100465) as a Non-Executive Director of the Company (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled#	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Promoter	Poll	N.A.	0	0.0000	0	0	0	0
Group	Postal Ballot (if applicable)			0.0000			0	0
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public -	E-Voting	13,900	0	0.0000	0	0	0	0
Institutions	Poll	N.A.	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)			0.0000			0	0
	Total	13,900	0	0.0000	0	0	0.0000	0.0000
Public -	E-Voting	35,72,999	3,19,232	8.9346	2,79,497	39,735	87.5529	12.4471
Non-	Poll	N.A.	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)			0.0000			0	0
	Total	35,72,999	3,19,232	8.9346	2,79,497	39,735	87.5529	12.4471
Total		1,28,41,049	95,73,382	74.5530	95,33,647	39,735	99.5849	0.4151

Details of Invalid Votes						
Category	Number of Votes					
Promoter and Promoter	0					
Group						
Public- Institutions	0					
Public- Non-Institutions	0					
Total	0					

Resolution No. 3: Appointment of Mr. Aditya Pai (DIN: 07538946) as a Non-Executive Director of the Company (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled#	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Promoter	Poll	N.A.	0	0.0000	0	0	0	0
Group	Postal Ballot (if applicable)			0.0000			0	0
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public -	E-Voting	13,900	0	0.0000	0	0	0	0
Institutions	Poll	N.A.	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)			0.0000			0	0
	Total	13,900	0	0.0000	0	0	0.0000	0.0000
Public -	E-Voting	35,72,999	3,19,232	8.9346	2,79,497	39,735	87.5529	12.4471
Non-	Poll	0	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)			0.0000			0	0
	Total	35,72,999	3,19,232	8.9346	2,79,497	39,735	87.5529	12.4471
Total		1,28,41,049	95,73,382	74.5530	95,33,647	39,735	99.5849	0.4151

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter	0
Group	
Public- Institutions	0
Public- Non-Institutions	0
Total	0

Resolution No. 4: Increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled#	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Promoter	Poll	N.A.	0	0.0000	0	0	0	0
Group	Postal Ballot (if applicable)			0.0000			0	0
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public -	E-Voting	13,900	0	0.0000	0	0	0	0
Institutions	Poll	N.A.	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)			0.0000			0	0
	Total	13,900	0	0.0000	0	0	0.0000	0.0000
Public -	E-Voting	35,72,999	3,19,232	8.9346	2,80,486	38,746	87.8627	12.1373
Non-	Poll	N.A.	0	0.0000	0	0	0	0
Institutions	Postal Ballot (if applicable)			0.0000			0	0
	Total	35,72,999	3,19,232	8.9346	2,80,486	38,746	87.8627	12.1373
Total		1,28,41,049	95,73,382	74.5530	95,34,636	38,746	99.5953	0.4047

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter	0
Group	
Public- Institutions	0
Public- Non-Institutions	0
Total	0

Resolution No. 5: Creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution)

Whether prom	Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of Votes	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000	
Promoter	Poll	N.A.	0	0.0000	0	0	0	0	
Group	Postal Ballot (if applicable)			0.0000			0	0	
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000	
Public -	E-Voting	13,900	0	0.0000	0	0	0	0	
Institutions	Poll	N.A.	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)			0.0000			0	0	
	Total	13,900	0	0.0000	0	0	0.0000	0.0000	
Public -	E-Voting	35,72,999	3,19,232	8.9346	2,80,492	38,740	87.8646	12.1354	
Non-	Poll	N.A.	0	0.0000	0	0	0	0	
Institutions	Postal Ballot (if applicable)			0.0000			0	0	
	Total	35,72,999	3,19,232	8.9346	2,80,492	38,740	87.8646	12.1354	
Total		1,28,41,049	95,73,382	74.5530	95,34,642	38,740	99.5953	0.4047	

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter	0
Group	
Public- Institutions	0
Public- Non-Institutions	0
Total	0

All the aforesaid resolutions have been passed with requisite majority.

Notes:

(1) # Represents valid votes polled.

### dayal and lohia

### chartered accountants

# Scrutinizer's Report [Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman **Lotus Chocolate Company Limited**8-2-596, 1st Floor, 1B, Sumedha Estates,
Avenue-4, Puzzolana Towers, Street No. 1,
Road no. 10, Banjara Hills,
Hyderabad- 500034, Telangana

Scrutinizer's Report on the voting by means of remote e-voting process on the resolutions set out in the Postal Ballot Notice dated 20 January, 2025

Dear Sir,

I, Anil Lohia, Chartered Accountant in practice and Partner, Dayal and Lohia, Chartered Accountants, have been appointed as Scrutinizer by the Board of Directors of Lotus Chocolate Company Limited ("the Company") for the purpose of scrutinizing the voting by means of Postal Ballot, only by remote e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated January 20, 2025 ("Notice") sent in accordance with General Circular Nos. 14/2020 dated 8 April 2020 and 17/2020 dated 13 April 2020 read with other relevant circulars, including General Circular No. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars").

In compliance with the MCA Circulars, the Notice was sent only through electronic mode to members
whose email address was registered with the Company / Registrar & Transfer Agent of the Company
viz. KFin Technologies Limited ("KFinTech") / Depository Participants / Depositories, viz., National
Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as
on Friday, January 17, 2025 ("Cut-Off Date").

The Notice was also placed on the website of the Company at <a href="www.lotuschocolate.com">www.lotuschocolate.com</a>, website of the Stock Exchange, i.e., BSE Limited at <a href="www.bseindia.com">www.bseindia.com</a>; and on the website of KFinTech at <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, being the agency appointed by the Company to provide to its members facility to exercise their right to vote on the resolutions contained in the Notice.

In compliance with the MCA Circulars, a newspaper advertisement was published on January 22, 2025 in 'Financial Express' (English language newspaper) and in 'Nava Telangana' (Telugu language newspaper) specifying the details of dispatch of Notice and instructions for e-voting.

2. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

### Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to evoting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### Scrutinizer's Responsibility

4. My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech, being an agency authorized under the Act and the Rules made thereunder, engaged by the Company to provide e-voting facility, and attendant papers / documents furnished to me electronically by the Company and / or KFinTech for my verification.

#### **Cut-off date**

5. Subject to the provisions of the Articles of Association of the Company, the members of the Company as on the Cut-Off Date, as set out in the Notice, i.e., Friday, 17 January 2025, were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

### E-voting process

- The e-voting period remained open from Thursday, 23 January 2025 (9:00 a.m. IST) to Friday, 21 February 2025 (5:00 p.m. IST).
- ii. The votes cast during the e-voting period were unblocked on Friday, 21 February 2025 after the conclusion of e-voting period for Postal ballot and was witnessed by two witnesses, Mr. Sunil Khandelwal and Mr. Neel Khandelwal, who are not in the employment of the Company and / or KFinTech. They have signed below in confirmation of the same.

SUNIL
LAKHMICHAN
DE-CH, CHRISTONI, 198-000.
DE-CHRISTONI, 198-0

- iii. Thereafter, the details containing, inter alia, the list of members who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the remote e-voting website of KFinTech i.e. https://evoting.kfintech.com. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
- 7. I submit herewith the Scrutinizer's Report on the results of the e-voting for postal ballot, based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:-

Item No. of the Notice	Votes in fav		Votes against th	Invalid votes (due to lack of	
	Number of Valid Votes	As a % of total number of valid votes (in Favour and Against)	Number of Valid Votes	As a % of total number of valid votes (in Favour and Against)	proper authorization) Nos.
(i)	(ii)	(iii)=[ii/ (ii+iv)]* 100)	(iv)	(v) =[iv/ (ii+iv)]* 100)	(vi)
Item No. 1 - Appointment of Ms. Riddhi Bhimani (DIN: 10072936) as an Independent Director of the Company.  (As Special Resolution)	95,34,652	99.5954	38,730	0.4046	-
Item No. 2 – Appointment of Mr. Abhijeet Pai (DIN: 02100465) as a Non-Executive Director of the Company.  (As an Ordinary Resolution)	95,33,647	99.5849	39,735	0.4151	-
Item No. 3 – Appointment of Mr. Aditya Pai (DIN: 07538946) as a Non-Executive Director of the Company.  (As an Ordinary Resolution)	95,33,647	99.5849	39,735	0.4151	-
Item No. 4 - Increase in borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013.  (As Special Resolution)	95,34,636	99.5953	38,746	0.4047	-
Item No. 5 - Creation of mortgage, charge etc. on the assets or properties of the Company under Section 180(1)(a) of the Companies Act, 2013.  (As Special Resolution)	95,34,642	99.5953	38,740	0.4047	-

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 to 5 of the Notice have been passed with requisite majority.

- 8. The electronic data and all other relevant records relating to e-voting will be handed over to Mr. Utsav Saini, Company Secretary and Compliance Officer of the Company, for safe keeping as provided in the Act read with the relevant Rules.
- 9. a) This report is issued in accordance with the terms of the Engagement Letter.
  - b) I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and Standards on Auditing specified under Section 143(10) of the Act. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.

c) I have complied with the relevant applicable requirements of the Standard on Quality Control 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Restriction on Use

10. This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) placing on website of the Company, (iii) placing on the website of KFinTech and (iv) any other statutory purpose. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,



**Anil Lohia** 

**Practicing Chartered Accountant** Membership No. 031626 Partner

**Dayal and Lohia** Chartered Accountants (Firm's Registration No. 102200W)

Place: Mumbai Date: 21.02.2025.

UDIN: 25031626BMLBME5747

Countersigned by: For Lotus Chocolate Company Limited

> Utsav Saini

Digitally signed by Utsav Saini Date: 2025.02.21 19:47:48 +05'30'

**Utsav Saini** Company Secretary and

Compliance Officer