INTEGRATED FILING (GOVERNANCE)

A. Compliance Report on Corporate Governance

1. Name of the Listed Entity: **Lotus Chocolate Company Limited**
2. Quarter ending: **September 30, 2025**

I. Composition of Board of Directors

Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/Non Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No. of directorship in listed entities including this listed entity [Refer Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [Refer proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1)]	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
Mr.	Dipak Chand Jain	00228513	Chairperson - Non-Executive - Independent	24-05-2023	-	-	28.07	09-06-1957	2	2	7	2
Mr.	Krishnan Sudarshan	01029826	Non-Executive - Independent	24-05-2023	-	-	28.07	07-05-1970	3	2	9	0
Ms.	Riddhi Bhimani	10072936	Non-Executive - Independent	26-11-2024	-	-	10.05	28-07-1982	3	3	5	1
Ms.	Renuka Shastry	02578917	Non-Executive - Non Independent	24-05-2023	-	10-07-2025	-	22-12-1979	0	0	0	0
Mr.	Krishnakumar Thirumalai	00079047	Non-Executive - Non Independent	24-05-2023	-	-	-	20-10-1959	2	1	1	0
Mr.	Ketan Pravin Mody	07723933	Non-Executive - Non Independent	24-05-2023	-	-	-	07-12-1976	1	0	2	1
Mr.	Asim Bhupatrai Parekh	00056125	Non-Executive - Non Independent	03-01-2024	-	-	-	27-08-1964	1	0	0	0
Mr.	Abhijeet Pai	02100465	Non-Executive - Non Independent	13-01-2025	-	-	-	23-06-1984	1	0	0	0
Mr.	Aditya Pai	07538946	Non-Executive - Non Independent	13-01-2025	-	-	-	24-07-1994	1	0	0	0
Mr.	Natarajan Venkataraman	05324934	Executive	16-07-2025	-	-	-	25-04-1969	1	0	1	0
	Whether Regular chairperson appointed			Yes								
	Whether Chairperson is related to managing director or CEO			No								

II. Composition of Committees					
Name of Committee	**Whether Regular chairperson appointed**	**Name of Committee members**	**Category (Chairperson/Executive/ Non-Executive /independent/ Nominee)**	**Date of Appointment**	**Date of Cessation**
1. Audit Committee	Yes	Mr. Dipak Chand Jain	Non-executive Independent Director - Chairman	24-05-2023	
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	
		Mr. Ketan Pravin Mody	Non-executive Non Independent Director - Member	26-11-2024	
2. Nomination & Remuneration Committee	Yes	Mr. Krishnan Sudarshan	Non-executive Independent Director - Chairman	24-05-2023	
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	24-05-2023	
		Mr. Ketan Pravin Mody	Non-executive Non Independent Director - Member	24-05-2023	
3. Risk Management Committee (if applicable)	Not Applicable	-	-	-	-
4. Stakeholders Relationship Committee	Yes	Mr. Ketan Pravin Mody	Non-executive Non Independent Director - Chairman	24-05-2023	
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	22-12-2023	
		Ms. Renuka Shastry	Non-executive Non Independent Director - Member	26-11-2024	10-07-2025
		Mr. Natarajan Venkataraman	Executive Director	16-07-2025	
5. Corporate Social Responsibility Committee	Yes	Mr. Dipak Chand Jain	Non-executive Independent Director - Chairman	26-11-2024	
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	
		Mr. Ketan Pravin Mody	Non-executive Non Independent Director - Member	24-05-2023	

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	**Whether requirement of Quorum met (Yes / No)**	**Number of Directors present**	**Number of independent directors present**	**Date(s) of Meeting in the previous quarter**	**Maximum gap between any two consecutive meetings (in number of days)**
July 16, 2025	Yes	9	3	April 21, 2025	85

IV. Meeting of Committees						
Name of the Committee	**Date(s) of meeting of the committee in the relevant quarter**	**Whether requirement of Quorum met (Yes / No)**	**Number of Directors present**	**Number of independent directors present**	**Date(s) of meeting of the committee in the previous quarter**	**Maximum gap between any two consecutive meetings (in number of days)**
Audit Committee	July 16, 2025	Yes	3	2	April 21, 2025	85
Nomination and Remuneration Committee	July 16, 2025	Yes	3	2	April 21, 2025	85
Corporate Social Responsibility Committee	July 16, 2025	Yes	3	2	-	-

V. Affirmations	Yes / No
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)	NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

VI. Details of Cyber Security Incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	NA
Brief details of the event	NA

Name: Utsav Saini
Designation: Company Secretary and Compliance Officer
Date: October 30, 2025

B. Investor Grievance Redressal Report

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	1

C. Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
Not Applicable					

D. Disclosure of Imposition of Fine or Penalty

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Not Applicable					

E. Disclosure of updates to ongoing Tax Litigations or Disputes

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
Not Applicable				

F. Disclosure of Loans / Guarantees / Comfort Letters / Securities, etc.

Half Year ending: **September 30, 2025**

I. Disclosure of Loans / guarantees / comfort letters / securities etc.		
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:		
Entity	**Aggregate amount advanced during six months**	**Balance outstanding at the end of six months**
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	**Type (guarantee, comfort letter etc.)**	**Aggregate amount of issuance during six months**	**Balance outstanding at the end of six months (taking into account any invocation)**
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	**Type of security (cash, shares etc.)**	**Aggregate value of security provided during six months**	**Balance outstanding at the end of six months**
Promoter or any other entity controlled by them	Not Applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not Applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not Applicable	Nil	Nil
KMPs or any other entity controlled by them	Not Applicable	Nil	Nil

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company -

No loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) have been given directly or indirectly by the Company to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

Name: S Gautham
Designation: Chief Financial Officer
Place: Hyderabad
Date: October 30, 2025

G. Affirmations on Compliance Requirements for AGM

Affirmations		
	Regulation Number	**Compliance status (Yes/No/NA)**
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR and BRSR core, if applicable, displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Presence of Chairperson of the Stakeholders' Relationship Committee at the Annual General Meeting	20(3)	Yes
Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes
Submission of Annual Secretarial Compliance Report	24A(2)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name: Utsav Saini
Designation: Company Secretary and Compliance Officer