

29.12.2022/LCCL/SEC/22-23

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001(MH)

Scrip Code: 523475; ISIN: INE026D01011

Dear Sir/Madam,

Sub: Outcome of board meeting

Further to our notice dated December 26, 2022 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby inform you that a meeting of the Board of Directors of Lotus Chocolate Company Limited was held today i.e. December 29, 2022 at 3:45 PM and concluded at 04:30 PM The meeting *inter alia* transacted the following businesses:

 Execution of the shareholders' agreement ("SHA") between the Company, Reliance Consumer Products Limited and the members of the promoter and promoter group of the Company namely Mr.Prakash Peraje Pai, Mr.Ananth Peraje Pai, Ms. Poornima Pai, Ms.Nivedita Pai, Ms.Ashwini Pai, Mr.Abhijeet Pai, Mr.Aman Pai and Mr. Aditya Pai.

The Board approved the execution of the shareholders' agreement ("SHA") which would come into effect from the 'Closing Date' as defined in the share purchase agreement ('SPA') entered into between Reliance Consumer Products Limited and the promoters of the Company namely Mr. Prakash Peraje Pai and Mr. Ananth Peraje Pai. In terms of the SPA, Mr. Prakash Peraje Pai and Mr. Ananth Peraje Pai shall undertake a sale of equity shares of the Company to Reliance Consumer Products Limited. The transaction contemplated under the SPA and SHA has also triggered an obligation on Reliance Consumer Products Limited to make an open offer to the public shareholders of the Company in terms of Regulation 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Open Offer").

The details regarding the SHA as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 9, 2015, is enclosed as **Annexure 1**.

Sumedha Estates (Puzzolana Towers), Avenue - 4, Street No. - 1, (Old Road No. 10), Banjara Hills, Hyderabad - 500 034, TS, INDIA.

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CIN No.: L15200TG1988PLC009111

2. Issue and allotment of redeemable preference shares to Reliance Consumer Products Limited, Mr. Abhijeet Pai, Ms. Ashwini Pai and P.M.F. Estates Private Limited ("Proposed Allottees"), under a preferential issue on a private placement basis ("Preferential Allotment")

Subject to approval of the shareholders of the Company and such other regulatory / governmental approvals as may be required, including the increase in the authorized capital of the Company, the Board has approved to create, offer, issue and allot under a preferential issue on a private placement basis, (i) 2,53,96,600 (Two crore fifty three lakh ninety six thousand and six hundred only) redeemable preference shares of the Company of face value of Rs.10/- each (Rupees Ten only) ("RPS") at par, aggregating Rs. 25,39,66,000 (Rupees Twenty five crore thirty nine lakh and sixty six thousand only) to Reliance Consumer Products Limited for cash consideration; (ii) 63,49,150 (Sixty three lakh forty nine thousand one hundred and fifty only) RPS of the Company at par, aggregating Rs. 6,34,91,500 (Rupees Six crore thirty four lakh ninety one thousand and five hundred only) to Mr. Abhijeet Pai for cash consideration; (iii) 63,49,150 (Sixty three lakh forty nine thousand one hundred and fifty only) RPS at par, aggregating Rs. 6,34,91,500 (Rupees Six crore thirty four lakh ninety one thousand and five hundred only) to Ms. Ashwini Pai for cash consideration; and (iv) 1,26,98,300 (One crore twenty six lakh ninety eight thousand and three hundred only) RPS at par, aggregating Rs. 12,69,83,000 (Rupees Twelve crore sixty nine lakh and eighty three thousand only) to P.M.F. Estates Private Limited for cash consideration in accordance with the provisions of Companies Act, 2013 and the rules made thereunder and the applicable provisions of the Listing Regulations and other applicable laws.

In connection with the Preferential Allotment, the Board has also approved the investment agreement ("Investment Agreement") and the parties namely the Company, Reliance Consumer Products Limited, Mr. Abhijeet Pai, Ms. Ashwini Pai and P.M.F. Estates Private Limited have entered into the Investment Agreement.

The details regarding the issuance of securities as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 9, 2015 is enclosed as **Annexure 1 and Annexure 2**.

3. Alteration to the memorandum of association of the Company

The Board of directors have subject to the receipt of approval of the shareholders and such other regulatory / governmental approvals as may be required, approved the increase in the authorized share capital of the Company from INR 22,00,00,000 (Indian RupeesTwenty Two Crores) comprising 1,40,00,000 (One Crore Forty Lakhs) equity shares of face value of Rs.10 each and 80,00,000 (Eighty Lakhs) preference shares of face value of Rs. 10 each to INR 72,79,32,000 (Indian Rupees Seventy Two Crore Seventy Nine Lakhs Thirty Two Thousand) comprising 1,40,00,000 equity shares of face value of Rs.10 each and 5,87,93,200 preference shares of face value of Rs. 10 each and accordingly the existing clause V of the memorandum of association of the Company is to be altered to reflect this increase.

4. Acquisition of 100% of the equity share capital of Soubhagya Confectionery Private Limited

Subject to the approval of the shareholders of the Company and such other regulatory / governmental approvals as may be required, the Board has approved the acquisition of 100% of the equity share capital of Soubhagya Confectionery Private Limited for an aggregate consideration of Rs. 18,00,00,000 (Rupees Eighteen crore only). In this connection, the Board has approved the execution of the share purchase agreement ("SCPL SPA") and the parties to the SCPL SPA are the Company, Mr.Prakash Peraje Pai, Mr.Ananth Peraje Pai, Mr.Abhijeet Pai, Ms.Ashwini Pai, Mr.Aditya Pai and Mr.Aman Pai (together the "SCPL Sellers").

In terms of the SCPL SPA, the SCPL Sellers shall undertake a sale of 100% of the equity shares of Soubhagya Confectionery Private Limited to the Company.

The details regarding the acquisition of Soubhagya Confectionery Private Limited under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 9, 2015 is enclosed as **Annexure 3**.

5. The Board considered and approved the draft notice calling the extraordinary general meeting ("EGM") of the members of the Company to be held on February 16, 2023 and matters related thereto. The notice of the said EGM shall be submitted to the BSE Limited in due course of time in compliance with the provisions of the Listing Regulations.

DERABAD

This is for your information and record.

Thanking You,

Yours truly,

For Lotus Chocolate Company Limited

Subodhakanta Sahoo

Company Secretary & Compliance Officer

Annexure 1

Sr No	Details		Disclosure
1.	Name(s) of parties wit	h whom agreement is entered	The parties to the investment
, 0			agreement (Investment
*			Agreement) are as follows:
			(a) Lotus Chocolate Company Limited
			(b) Reliance Consumer Products Limited
			(c) Mr.Abhijeet Pai
132 A			(d) Ms.Ashwini Pai (e) P.M.F Estates Private
2 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9 9			Limited
			The parties to the shareholders' agreement (SHA) are as follow:
			(a) Lotus Chocolate Company Limited
			(b) Reliance Consumer Products Limited
			(c) Mr.Prakash Peraje Pai
			(d) Mr.Ananth Peraje Pai (e) Mr.Abhijeet Pai
			(f) Ms.Ashwini Pai (g) Ms.Nivedita Pai
			(h) Ms.Poornima Pai
n ge			(i) Mr.Aman Pai (j) Mr.Aditya Pai
5 10 10 10 10 10 10 10 10 10 10 10 10 10			(All the parties excluding the
en s			Company and Reliance Consumer Products Limited
			are referred to as "Current
	• •		Promoter Group")

2. Purpose of entering into the agreement

The Investment Agreement records the terms of raising funds through a preferential issue on private placement basis of redeemable preference shares of face value of Rs.10/- each ("RPS") at par to Reliance Consumer Products Limited, Mr.Abhijeet Pai, Ms.Ashwini Pai and P.M.F. Estates Private Limited.

Reliance Consumer Products Limited shall subscribe to 2,53,96,600 (Two crore fifty three lakh ninety six thousand and six hundred only) RPS at par aggregating Rs. 25,39,66,000 (Rupees Twenty five crore thirty nine lakh and sixty six thousand only).

Mr.Abhijeet Pai shall subscribe to 63,49,150 (Sixty three lakh forty nine thousand one hundred and fifty only) RPS at par aggregating Rs. 6,34,91,500 (Rupees Six crore thirty four lakh ninety one thousand and five hundred only).

Ms.Ashwini Pai shall subscribe to 63,49,150 (Sixty three lakh forty nine thousand one hundred and fifty only) RPS at par aggregating Rs. 6,34,91,500 (Rupees Six crore thirty four lakh ninety one thousand and five hundred only).

P.M.F. Estates Private Limited shall subscribe to 1,26,98,300 (One crore twenty six lakh ninety eight thousand and three hundred only) RPS at par aggregating Rs. 12,69,83,000 (Rupees Twelve crore sixty nine lakh and eighty three thousand only).

The total subscription amount aggregates Rs. 50,79,32,000 (Rupees Fifty crore seventy nine lakh and thirty two thousand only). The RPS would be unlisted. The SHA inter alia records the terms and conditions governing the management of the Company and the inter se rights and obligations between **Reliance Consumer Products** Limited and the Current Promoter Group, in relation to the Company. Shareholding if any, in the entity with whom the 3. agreement is executed Significant terms of the agreement (in brief) special In terms of the Investment 4. rights like right to appoint directors, first right to share Agreement, the proceeds from (a) the issue of RPS to Reliance subscription in case of issuance of shares, right to Consumer Products Limited restrict any changes in capital structure etc: shall be used to fund capital expenditure, working capital requirements and general corporate purposes; (b) the issue of RPS to Mr. Abhijeet Pai, Ms. Ashwini Pai and P.M.F. Estates Private Limited shall be used for (i) acquisition of 100% of the equity share capital of Soubhagya Confectionery Private Limited; and (ii) redeem the existing redeemable preference shares of the Company held by Mr.Prakash Peraje Pai and Mr.Ananth Peraje Pai. In terms of the SHA, Reliance **Consumer Products Limited** shall acquire sole control of the Company and shall also be classified as the promoter of the Company in accordance with applicable laws. **Reliance Consumer Products** Limited is seeking to acquire an aggregate of 77.00% (Seventy seven per cent) of the paid-up equity share capital of

the Company through a combination of (i) secondary purchase from Mr.Prakash Peraje Pai and Mr.Ananth Peraje Pai, in terms of the share purchase agreement dated December 29, 2022, entered into between Reliance Consumer Products Limited, Mr.Prakash Peraje Pai and Mr.Ananth Peraje Pai; and (ii) acquisition of equity shares in the Open Offer.

The Promoter and other members of the current promoter and promoter group will continue to be classified as 'promoter and promoter group' of the Company. However, they shall not be considered as acting in concert with Reliance Consumer Products Limited and Reliance **Consumer Products Limited** shall be in sole control of the Company under the SHA. The Current Promoter Group are required to exercise their voting rights, except as provided otherwise in the SHA, as per the instructions of **Reliance Consumer Products** Limited.

Further under the SHA, sale, acquisition and transfer of shares by the Current Promoter Group is restricted and requires the prior approval of Reliance Consumer Products Limited.

All or any members of the Current Promoter Group may be re-classified as 'public shareholders' in accordance with the provisions of and by following the procedures laid down in the Listing Regulations.

5.	Whether the said parties are related to promoter /	Mr.Abhijeet Pai and
	promoter group / group companies in any manner. If yes	Ms.Ashwini Pai are the
	nature of relationship.	members of the promoter
120		group of the Company. Further
		P.M.F. Estates Private Limited,
n, n		is an entity wholly owned and
		1
		controlled by Mr.Ananth
3		Peraje Pai, the promoter of the
* 5 a		Company and his family
		members who are members of
a 18		the promoter group of the
		Company.
		The Current Promoter Group
		are part of the promoter and
i i		promoter group of the
		Company.
		Reliance Consumer Products
		Limited is not related to the
		promoter / promoter group /
		group companies in any
		manner.
		manner.
6.	Whether the transaction would fall within related party	The insurant DDC t
A. C.		The issue of RPS to
	transactions? If yes, whether the same is done at arms'	Mr.Abhijeet Pai, Ms. Ashwini
* -	length	Pai and P.M.F. Estates Private
n ' n n		Limited under the Investment
		Agreement would fall within
		related party transactions.
		The terms of the RPS are
		considered beneficial to the
		and comment of the first and and another and another area.
		Company and the issue price
n n		of the RPS is justified in terms
* *		of the valuation report issued
		by Ernst & Young Merchant
* 1		Banking Services LLP,
, p		registered valuer in
		accordance with provisions of
- "		Section 62(1)(c) of the
		Companies Act, 2013 and
		and the second of the second o
		other applicable laws. The
		issuance of RPS to the related
		parties of the Company is
		considered at arms' length.
7.	In case of issuance of shares to the parties, details of	Issue of 2,53,96,600 (Two
	In case of issuance of shares to the parties, details of issue price	Issue of 2,53,96,600 (Two
	In case of issuance of shares to the parties, details of issue price	Issue of 2,53,96,600 (Two crore fifty three lakh ninety six thousand and six hundred

only) RPS to Reliance Consumer Products Limited at par aggregating Rs. 25,39,66,000 (Rupees Twenty five crore thirty nine lakh and sixty six thousand only). Issue of 63,49,150 (Sixty three lakh forty nine thousand one hundred and fifty only) RPS to Mr.Abhijeet Pai at par aggregating Rs. 6,34,91,500 (Rupees Six crore thirty four lakh ninety one thousand and five hundred only). Issue of 63,49,150 (Sixty three lakh forty nine thousand one hundred and fifty only) RPS to Ms. Ashwini Pai at par aggregating Rs. 6,34,91,500 (Rupees Six crore thirty four lakh ninety one thousand and five hundred only). Issue of 1,26,98,300 (One crore twenty six lakh ninety eight thousand and three hundred only) RPS to P.M.F. Estates Private Limited at par aggregating Rs. 12,69,83,000 (Rupees Twelve crore sixty nine lakh and eighty three thousand only). The total subscription amount aggregates Rs. 50,79,32,000 (Rupees Fifty crore seventy nine lakh and thirty two thousand only). The RPS would be unlisted. Any other disclosures related to such agreement, viz. Nil 8. details of nominee on the board of directors of the listed entity, potential conflict of interest of interest arising out of such agreements, etc:

Annexure 2

Sr	Details	Disclosure				
No 1.	Type of securities proposed to be issued	Non-cumulative redeemable preference shares ("RPS") of face value of Rs.10/- each (Rupees Ten only). The RPS would be unlisted				
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc:-)	Preferential issue in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and other applicable laws				
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of 5,07,93,200 (Five crore seven lakh ninety three thousand and two hundred only) RPS to the proposed allottees at par aggregating Rs. 50,79,32,000 (Rupees Fifty crore seventy nine lakh and thirty two thousand only).				
4.	Details furnished in case of preferential issue:					
i.	Name of the investor	 Reliance Consumer Products Limited Mr.Abhijeet Pai Ms.Ashwini Pai 				
		4) P.M.F. Estates Private Limited				
ii.	Post allotment of securities – outcome of the subscription, issue	Outcome of a				
	price/ allotted price (in case of convertibles), number of investors	Name of investor	Pre-prefer allotment		Post prefe allotment	
			No. of equity shares ¹	% ¹	No. of equity shares ¹	%¹
•		Reliance Consumer Products Limited	Nil	Nil	Nil	Nil
		Mr.Abhijee t Pai	4,52,139	3.52	4,52,139	3.52
		Ms.Ashwin	3,27,139	2.55	3,27,139	2.55
		P.M.F. Estates Private	Nil	Nil	Nil	Nil

	**	
		Note 1: Excluding the impact of (i) the proposed sale of equity shares by Mr.Prakash Peraje Pai and Mr.Ananth Peraje Pai to Reliance Consumer Products Limited in terms of the share purchase agreement entered into amongst them; and (ii) the equity shares acquired under the open offer Issue price: Rs.10/- (Rupees Ten only) The price is determined after considering the valuation report issued by Ernst & Young Merchant Banking Services LLP, registered valuer in accordance with provisions of Section 62(1)(c) of the Companies Act, 2013 and other applicable laws.
iii.	In case of convertible – intimation	NA
1111.	on conversion of securities or on	I IVO
	lapse of the tenure of the	
	instrument	
5.	In case of issuance of debt	
	securities or other non	
	convertible securities the listed	
	entity shall disclose following	
	additional details to the stock	
	exchange(s)	Issue of 5 07 93 200 (Five crore seven lakk ninety
i.	Size of the issue	Issue of 5,07,93,200 (Five crore seven lakh ninety three thousand and two hundred only) RPS to the
		proposed allottees at par aggregating Rs. 50,79,32,000
		(Rupees Fifty crore seventy nine lakh and thirty two
· · · · · ·		thousand only).
ii.	Whether proposed to be listed? If	The RPS would be unlisted
	yes, name of the stock	
	exchange(s)	
iii.	Tenure of the instrument – date	The term of the RPS shall be for a period of 20
	of allotment and date of maturity	(twenty) years from the date of allotment.
		The redemption would be at end of 20 years provided
		that the RPS may be redeemed at any time prior to
		maturity with the mutual consent of the Company and
		the RPS holders and in compliance with the
		Companies Act, 2013 and other applicable statutory
		and regulatory provisions.
		The ellette out is subject to assume the shough olders
		The allotment is subject to approval of shareholders and would be intimated in due course
iv.	Coupon / interest offered,	The RPS would bear a dividend rate of 0.01% [Zero
10.	schedule of payment of coupon /	point zero one per cent] per annum on the face value
	interest and principal	of the RPS.
		The RPS will have priority with respect to payment of
		dividend over equity shares and shall be payable only
1		

er er er		if dividend on equity shares is declared by the Company.
		The redemption would be at end of 20 years provided that the RPS may be redeemed at any time prior to maturity with the mutual consent of the Company and the RPS holders and in compliance with the Companies Act, 2013 and other applicable statutory and regulatory provisions.
v.	Charge / security if any created over the assets	NA
vi.	Special right / interest / privileges attached to the instrument and changes thereof	Nil
vii.	Delay in payment of interest / principal amount for a period of more than 3 months from the due date or default in payment of interest / principal	Nil
viii.	Details of any letter or comments regarding payment / non-payment of interest, principal on due dates or any other matter concerning the security on / or the assets along with its comments thereon if any;	Nil
ix.	Details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	Nil
5.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	NA

Annexure 3

Sr No	Details	Disclosure
1.	Name of the target entity, details in brief such as size, turnover etc:	Name of target company: Soubhagya Confectionery Private Limited ("SCPL")
		SCPL is in the business of bulk and contract manufacturing of confectionary products and derivatives for various consumer brands and manufacturing of chocolates and cocoa products for sale to bakeries and corporates
		The turnover of SCPL for the year ended March 31, 2022 was Rs. 81,94,19,226 (Rupees Eighty One Crore Ninety Four Lakhs Nineteen Thousand Two Hundred Twenty Six only) and the total assets of SCPL as of March 31, 2022 was Rs. 19,96,82,085 (Rupees Nineteen Crores Ninety Six Lakhs Eighty Two Thousand Eighty Five only).
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at arms' length	Acquisition would fall within related party transaction. The acquisition is in terms of the share purchase agreement ("SCPL SPA") entered into between the Company, SCPL and Mr.Prakash Peraje Pai, Mr.Ananth Peraje Pai, Mr.Abhijeet Pai, Ms.Ashwini Pai, Mr.Aditya Pai and Mr.Aman Pai (together the "SCPL Sellers"). The SCPL Sellers are part of the promoter and promoter group of the Company and are the owners of 100% of the equity share capital of SCPL.

		The acquisition is being carried out at aggregate value of Rs. 18,00,00,000 (Rupees Eighteen crore only) and the same is justified in terms of the fair value certificate obtained from Ernst & Young Merchant Banking Services LLP, the valuer. The acquisition is being carried out at arms' length.
3.	Industry to which the entity being acquired belongs	Cocoa and cocoa products
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The Company would benefit with integration of the business of SCPL that operates in the same line of business of the Company as well as gain access to certain Intellectual Property rights held by SCPL. Further the interest of the current promoter and promoter group would be completely aligned with that of the Company as SCPL, post this acquisition, would become a 100% subsidiary of the Company.
5. 6.	Brief details of any governmental or regulatory approvals required for the acquisition	The acquisition is subject to approval of the shareholders of the Company in terms of Companies Act, 2013 and the Listing Regulations
5.	Indicative time period for completion of the acquisition	The acquisition is subject to approval of the shareholders of the Company and the consummation of (i) the share purchase agreement entered into between Reliance Consumer Products Limited and the Promoters of the Company; and (ii) the Investment Agreement entered into between the Company, Reliance Consumer Products Limited, Mr.Abhijeet Pai, Ms.Ashwini Pai and P.M.F.

		Estates Private Limited.
		The completion of the acquisition of 100% of the equity shares of SCPL is
* *		expected during the first
* * * * * * * * * * * * * * * * * * *		quarter of Fiscal 2023-24.
7.	Nature of consideration – whether cash consideration or share swap and details of the same.	Cash consideration of Rs.18,00,00,000 (Rupees Eighteen crore only)
		Eighteen crore only)
8.	Cost of acquisition or the price at which the shares are acquired	The equity shares of SCPL are being acquired for a price of appx Rs.121.62 (Rupees One hundred and twenty one and
		sixty two paise only) aggregating Rs. 18,00,00,000 (Rupees Eighteen crore only)
9.	Percentage of shareholding/ control acquired and / or number of shares acquired	The Company shall be acquiring 14,80,000 (Fourteen lakh eighty thousand only) shares constituting 100% of the equity shares of SCPL and shall be in sole control of SCPL.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).	SCPL was incorporated on 1-1-1994 under the Companies Act, 1956 and is in the business of bulk and contract manufacturing of confectionery products and derivatives for various consumer brands and
		manufacturing of chocolates and cocoa products for sale to bakeries and corporates.
		SCPL has operations primarily in India. The last three years turnover for SCPL is provided
		below:
		, , , , , , , , , , , , , , , , , , ,

	5 8 6	å e		
				March 31, 2021: Rs.41,94,13,147 (Rupees Forty One Crore Ninety Four Lakhs Thirteen Thousand One Hundred Forty Seven only) March 31, 2020: Rs.43,19,03,220 (Rupees Forty Three Crores Nineteen Lakhs Three
			e a a a a a a a a a a a a a a a a a a a	Thousand Two Hundred Twenty only)