

## Corporate Governance Report

Name of Listed Entity – **Lotus Chocolate Company Limited**

Quarter ending: **June 30, 2024**

### 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	Number of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	Number of Independent Directorship in listed entities including this listed entity [Refer proviso to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
Mr.	Bharathan Rajagopalan Thatai	02464132	Non-Executive - Independent Director, Chairperson	26-11-2014	26-11-2019	-	115.50	20-10-1964	1	1	1	1
Mr.	Dipak Chand Jain	00228513	Non-Executive - Independent Director	24-05-2023	-	-	13.70	09-06-1957	1	1	7	0
Mr.	Krishnan Sudarshan	01029826	Non-Executive - Independent Director	24-05-2023	-	-	13.70	07-05-1970	1	1	9	0
Ms.	Renuka Shastry	02578917	Non-Executive - Non Independent Director	24-05-2023	-	-	-	22-12-1979	1	0	0	0
Mr.	Krishnakumar Thirumalai	00079047	Non-Executive - Non Independent Director	24-05-2023	-	-	-	20-10-1959	2	1	1	0
Mr.	Ketan Pravinchandra Mody	07723933	Non-Executive - Non Independent Director	24-05-2023	-	-	-	07-12-1976	1	0	1	0
Mr.	Dinesh Taluja	08144541	Non-Executive - Non Independent Director	24-05-2023	-	-	-	31-08-1979	2	0	5	3
Mr.	Asim Bhupatrai Parekh	00056125	Non-Executive - Non Independent Director	03-01-2024	-	-	-	27-08-1964	1	0	0	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. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Chairman	26-11-2014	-
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	24-05-2023	-
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	-
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Member	24-05-2023	-
2. Nomination and 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. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Member	26-11-2014	-
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	24-05-2023	-
3. Stakeholders' Relationship Committee	Yes	Mr. Dinesh Taluja	Non-executive Non Independent Director - Chairman	24-05-2023	-
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	24-05-2023	-
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	22-12-2023	-
4. Corporate Social Responsibility Committee	Yes	Mr. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Chairman	31-01-2023	-
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	-
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	24-05-2023	-
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Member	24-05-2023	-

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (Yes / No)	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
02-01-2024 16-01-2024	16-04-2024	Yes	8	3	90

### IV. Meetings 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	16-04-2024	Yes	4	3	02-01-2024	20
					16-01-2024	
					26-03-2024	
Nomination and Remuneration Committee	16-04-2024	Yes	4	3	02-01-2024	90
					16-01-2024	
Stakeholders' Relationship Committee	16-04-2024	Yes	3	1	-	-
Corporate Social Responsibility Committee	16-04-2024	Yes	4	2	-	-

## V. Related Party Transactions

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

## VI. Affirmations

Subject	Compliance Status (Yes / No / NA)
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 and Remuneration Committee c. Stakeholders' Relationship Committee	Yes
2. The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <b>d. Risk management committee (applicable to the top 1000 listed entities)</b>	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
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

The report submitted for the previous quarter ended June 30, 2024 had been placed before Board of Directors. No comments /observations / advice was received from the Board of Directors.

This report will be placed before Board of Directors at its next meeting. Any comments / observations / advice of Board of Directors will be mentioned in the report of next quarter.

## VII. Details of Cyber Security Incidence

Details of Cyber security incidence	Compliance Status (Yes / No / NA)
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
Other details of cyber security incidence or breaches or loss of data event	-

Number of cyber security incidence or breaches or loss of data event occurred during the quarter			0
Date of the event	-	Brief details of the event	-

**Name:** Utsav Saini

**Designation:** Company Secretary & Compliance Officer

**Date:** July 19, 2024