

Corporate Governance Report

Name of Listed Entity – **Lotus Chocolate Company Limited**
 Quarter ending: **September 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) & 17A (2)]	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	Chairperson Non-Executive - Independent	26-11-2014	26-11-2019	-	118.05	20-10-1964	1	1	1	1
Mr.	Dipak Chand Jain	00228513	Non-Executive - Independent	24-05-2023	-	-	16.07	09-06-1957	1	1	7	0
Mr.	Krishnan Sudarshan	01029826	Non-Executive - Independent	24-05-2023	-	-	16.07	07-05-1970	1	1	9	0
Ms.	Renuka Shastry	02578917	Non-Executive – Non Independent	24-05-2023	-	-	-	22-12-1979	1	0	0	0
Mr.	Krishnakumar Thirumalai	00079047	Non-Executive – Non Independent	24-05-2023	-	-	-	20-10-1959	2	1	1	0
Mr.	Ketan Pravinchandra Mody	07723933	Non-Executive – Non Independent	24-05-2023	-	-	-	07-12-1976	1	0	1	0
Mr.	Dinesh Taluja	08144541	Non-Executive – Non Independent	24-05-2023	-	-	-	31-08-1979	2	0	6	3
Mr.	Asim Bhupatrai Parekh	00056125	Non-Executive – Non Independent	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)
April 16, 2024	July 17, 2024	Yes	8	3	91
	August 19, 2024	Yes	8	3	32

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	July 17, 2024	Yes	4	3	April 16, 2024	91
Audit Committee	August 19, 2024	Yes	4	3	-	32
Nomination and Remuneration Committee	-	-	-	-	April 16, 2024	-
Stakeholders' Relationship Committee	-	-	-	-	April 16, 2024	-
Corporate Social Responsibility Committee	-	-	-	-	April 16, 2024	-

V. Related Party Transactions

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPTs	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
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 d. Risk management committee (applicable to the top 1000 listed entities)	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
Date of the event	NA
Brief details of the event	NA

Name: Utsav Saini

Designation: Company Secretary & Compliance Officer

Date: October 19, 2024

Corporate Governance Report

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

Half year ended: **September 30, 2024**

Additional Half yearly Disclosure	
Applicability of Disclosure	Not Applicable
Reason for non-applicability	The Company has not given any loan, guarantee and provided any security to Promoter, promoter group, Directors, KMP or any other entity controlled by them.

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:

Designation:

Place:

Date:

Corporate Governance Report

Name of Listed Entity – Lotus Chocolate Company Limited

Half year ended: September 30, 2024

Affirmations				
Sr. No.	Particulars	Regulation Number	Compliance Status (Yes/ No/ NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	-
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	-
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	-
7	"Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-
Any other information to be provided			-	-

Name: Utsav Saini

Designation: Company Secretary & Compliance Officer

Date: October 19, 2024