



Lotus Chocolate Company Ltd.
(An ISO 22000:2005 Certified Company)

Sumedha Estates (Puzzolana Towers),
Avenue - 4, Street No. - 1, (Old Road No. 10),
Banjara Hills, Hyderabad - 500 034, TS, INDIA.
Tel : 91-40-2335 2607 / 08 / 09
Fax : 91-40-2335 2610
E-mail : info@lotuschocolate.com
Web : www.lotuschocolate.com
CIN No. : L15200AP1988PLC009111

28.09.2018/LCCL/SEC/18-19

To,
Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

Dear Sir/Madam,

Sub:- Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Proceeding and e-Voting Result of 29th Annual General Meeting of Lotus Chocolate Company Limited held on 27.09.2018.

Ref:- Scrip Code: 523475

With respect to the above, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of 29th Annual General Meeting(AGM) of Lotus Chocolate Company Limited held on Thursday, 27th September, 2018 at 10:00 A.M., at Lions Bhavan, Near Paradise Circle, Secunderabad- 500 003(TG).

Further, in accordance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Consolidated voting result for the Business transacted at AGM, along with the Consolidated Scrutinizer Report on remote e-Voting and Poll(Ballot paper Voting) at the AGM.

This is for your information and records in compliance with the Listing Regulations, 2015.

Thanking You,

Yours truly,
For **LOTUS CHOCOLATE COMPANY LIMITED**




Shivani Sarda
Company Secretary & Compliance Officer

Encl:- As above



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28.09.2018/LCCL/SEC/18-19

To,
The General Manager,
Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub.: Proceedings of 29th Annual General Meeting of the Company held on 27.09.2018.
Ref:- Scrip Code: 523475

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 29th Annual General Meeting (AGM) was held on 27th September, 2018 at 10:00 AM at Lions Bhavan, Near Paradise, Secunderabad – 500 003(TG).

In accordance with the provisions of section 103 of the Companies Act, 2013, Shri Ananth Pai, Director of the Company, was elected as the Chairman of AGM. Since the quorum of the meeting was present, the Chairman called the meeting to be in order and conducted the proceedings of the meeting.

The Chairman briefed the members on the business operations and performance of the Company.

The Chairman informed that, pursuant to the provisions of the Companies Act, 2013, rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 10:00 AM on 22.09.2018 and ended at 05:00 PM on 26.09.2018.

The Chairman further informed that the physical voting through ballot form(Form- MGT-12) was made available at the meeting for the members present at the meeting who could not exercise their vote through remote e-voting.

With the consent of the members present, the notice convening the 29th Annual General Meeting, Board's Report of the Company and Auditor's Report for the financial year ended 31st March, 2018 were taken as read.

Thereafter, the items specified in the Notice convening this Annual General Meeting, were taken up and open for discussion. The members were requested to give their views/comments on the agenda items.

All the queries raised by the members were clarified by the Chairman.

The Chairman further informed the members that the results of the voting through ballot form at the AGM and remote e-voting opted by the members on the number of resolutions mentioned in AGM notice, will be submitted separately in the format prescribed under regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizers report thereon.

Thereafter, Shri. Ananth Pai, Chairman of the Meeting thanked the members and others for attending the Annual General Meeting.

You are requested to kindly take note of the same.

Thanking You,

Yours Faithfully,

For **LOTUS CHOCOLATE COMPANY LIMITED**



Shivani Sarda

Company Secretary and Compliance Officer

**29TH ANNUAL GENERAL MEETING
CONSOLIDATED VOTING RESULTS**

Date of AGM	27.09.2018
Total Number of Shareholders on record date: (Cut-off date for determining the No. of Shareholders entitled to cast their Vote- 20.09.2018)	
No. of Shareholders present in the meeting either in person or through Proxy:	
Promoter and Promoter Group-	03
Public-	93
No. of Shareholders attended the Meeting through Video Conferencing:	
Promoter and Promoter Group-	00
Public-	00

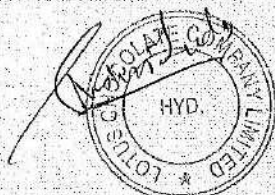
ORDINARY BUSINESS:

Item No.1:- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the year ended 31st March, 2018 along with the Auditors' Report, Boards' Report & Corporate Governance Report thereon.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	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
Promoter and Promoter Group	e-Voting	92,53,520						
	AGM Poll		73,18,544	79.08	73,18,544		100.00	
Public- Institutions	e-Voting	3,900						
	AGM Poll							
Public- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4212	403	91.27	8.73
	AGM Poll		3,433	00.09	3,433		100	
TOTAL		1,28,41,049	73,26,592	57.056	73,26,189	403	99.99	00.01

Item No.2:- To appoint a Director in place of Shri. Peraje Prakash Pai, who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	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
Promoter and Promoter Group	e-Voting	92,53,520						
	AGM Poll		73,18,544	79.08	73,18,544		100.00	
Public- Institutions	e-Voting	3,900						
	AGM Poll							
Public- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433		100	
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01



Item No.3:- To appoint a Director in place of Smt. Ashwini Pai, who retires by rotation and being eligible offers herself for re-appointment.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	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
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4212	403	91.27	8.73
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,189	403	99.99	00.01

SPECIAL BUSINESS:

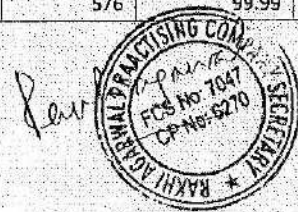
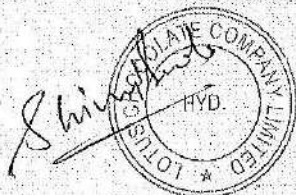
Item No.4:- To approve the threshold limit for Related Party Transactions:

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						YES		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	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
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433	-	100.00	-
TOTAL		1,28,41,049	8,048	00.062	7,472	576	92.85	07.15

* Includes abstain/restricted Votes

Item No.5:- To re-appoint Shri. Dilip Mangesh Kelelkar as whole time Director of the Company:-

Resolution Required:						Special Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	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
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01

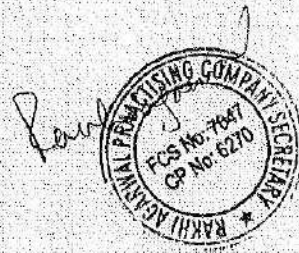
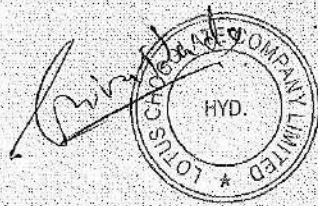


Item No.6:- To re-appoint Shri. Gottemukkala Venkatapathi Raju, as Independent Director of the Company-

Resolution Required:						Special Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	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
Promoter and Promoter Group	e-Voting	92,53,520	73,18,544	79.08	73,18,544		100.00	
	AGM Poll							
Public- Institutions	e-Voting	3,900						
	AGM Poll							
Public- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433		100	
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01

Item No.7:- To re-appoint Shri. Bharathan Rajagopalan Thatai, as Independent Director of the Company-

Resolution Required:						Special Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	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
Promoter and Promoter Group	e-Voting	92,53,520	73,18,544	79.08	73,18,544		100.00	
	AGM Poll							
Public- Institutions	e-Voting	3,900						
	AGM Poll							
Public- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433		100	
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01





RAKHI AGARWAL
Company Secretary

6-3-660, Flat 520, Block-4,
Amrit Apartments, Kapadia Lane,
Somajiguda, Hyderabad-500 082
Email: rakhiagarwal79@yahoo.com
Cell: +91 9246530679

SCRUTINIZER'S REPORT

To,

The Chairman
of 29th Annual General Meeting,
LOTUS CHOCOLATE COMPANY LIMITED
Address:- 8-2-596, 1st Floor, 1B, Sumedha Estates,
Avenue-4, Puzzolana Tower, Street No.1,
Road no. 10, Banjara Hills, Hyderabad- 500 034 (TG)

Sub: Electronic-Voting Process under Section 108 of The Companies Act, 2013 ("The Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014("The Rules") and amendments thereof and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

I, Rakhi Agarwal, Company Secretary in Practice, have been appointed by the Board of Directors of Lotus Chocolate Company Limited ("The Company") as Scrutinizer for the purpose of Scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice (hereinafter referred to as "the resolutions") of the 29th Annual General Meeting of the members of the Company, held on Thursday, 27th September, 2018 at 10:00 A:M at Lions Bhavan, Near Paradise Circle, Secunderabad-500 003(TG).

The 29th Annual Report containing the Notice for convening the Annual General Meeting of the Company along with the e-voting details in accordance with the section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014.

The Management of the Company is responsible to ensure the Compliance with requirements of the Act and the Companies (Management and Administration) rules, 2014 as amended from time to time. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of votes cast "in Favour" or "Against" the resolutions and "Invalid" votes based on report generated from the electronic platform provided by the Central Depository Services (India) limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period was remained open from 22.09.2018(From 10:00 A.M.) to 26.09.2018(05:00 P:M).



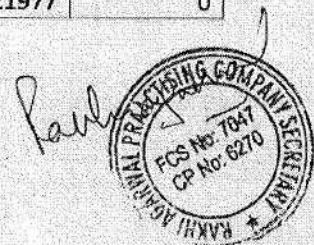
2. The Members of the Company as on cut-off date i.e. 20.09.2018 were entitled to vote on the resolutions in the Notice of the 29th Annual General Meeting.
3. The votes cast were unblocked on Thursday, the 27th Day of September, 2018 in the presence of two witnesses, Mr. Mohd. Shafi and Mr. Mohd. Dawood, who are not in the employment of the Company.
4. The e-voting results with details of equity shareholders who have voted in favour of the resolutions or against the resolutions and those who have abstained from voting were downloaded from the website of the Central Depository Services (India) Limited i.e. <http://www.evotingindia.com>.
5. Based on such e-voting records received, I hereby report the E-Voting Result on Ordinary and Special Businesses as under:

Resolution No. 1:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the year ended 31st March, 2018 along with the Auditors' Report, Boards' Report & Corporate Governance Report thereon.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4212	403	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 2:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To appoint a Director in place of Shri. Peraje Prakash Pai, who retires by rotation and being eligible offers himself for re-appointment.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0



Resolution No. 3:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To appoint a Director in place of Smt. Ashwini Pai, who retires by rotation and being eligible offers herself for re-appointment.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4212	403	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 4:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To approve the threshold limit for Related Party Transactions.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 5:

Nature of Resolution :	Special Resolution.			
Subject matter:	To re-appoint Shri. Dilip Mangesh Kelekar as whole time Director of the Company			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 6:

Nature of Resolution :	Special Resolution.			
Subject matter:	To re-appoint Shri. Gottemukkala Venkatapathi Raju, as Independent Director of the Company			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

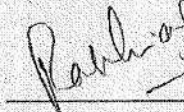


Resolution No. 7:

Nature of Resolution :	Special Resolution.			
Subject matter:	To re-appoint Shri. Bharathan Rajagopalan Thatai, as Independent Director of the Company			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

Thanking you,

Yours Faithfully,



Rakhi Agarwal
Practising Company Secretary
FCS:- 7047
CP. No.:- 6270

Date:- 27.09.2018
Place:- Hyderabad