



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

Sumedha Estates(Puzzolana Towers),  
Avenue - 4, Street No.1, Road No.10,  
Banjara Hills, Hyderabad - 500034, T.S., India.  
Tel : 91-40-2335 2607/ 08 / 09  
Fax : 91-402335 2610  
E-mail : info@lotuschocolate.com  
Web : www.lotuschocolate.com  
CIN No : L15200AP1988PLC009111

**06.09.2022/LCCL/SEC/22-23**

**To,**  
**The Listing Manager,**  
**BSE Limited,**  
Floor 25, P.J. Towers,  
Dalal Street, Fort,  
Mumbai- 400 001(MH)

Dear Sir/Madam,

**Sub:- Submission of Notice of 33<sup>rd</sup> Annual General Meeting (AGM) of the Company under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

**Ref:- Scrip Code: 523475; ISIN: INE026D01011.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 we are enclosing the Notice of ensuing 33<sup>rd</sup> Annual General Meeting (AGM) of the Company to be held on Friday, September 30, 2022.

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

Thanking You,

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

**SUBODHA  
KANTA  
SAHOO**

Digitally signed by SUBODHA KANTA SAHOO  
DN: cn=Subodha Kanta Sahoo,  
o=Lotus Chocolate Company Limited,  
ou=Subodha Kanta Sahoo,  
email=subodha.kanta.sahoo@lotuschocolate.com,  
c=IN

**Subodhakanta Sahoo**  
**Company Secretary & Compliance Officer**

Encl:- As above



**LOTUS CHOCOLATE COMPANY LIMITED**

**33<sup>rd</sup> ANNUAL REPORT  
2021-2022**



**BOARD OF DIRECTORS****NAME**

Shri Subramanya Ram Ganpath  
 Shri Gangasani Sudhakar Reddy  
 Smt Usha Abbagani  
 Shri Gottemukkala Venkatapathi Raju  
 Shri Bharathan Rajagopalan Thatai  
 Shri Admala Surya Prakash Reddy

**DESIGNATION**

Whole Time Director  
 Non-Executive Director  
 Women Director  
 Non-Executive Independent Director  
 Non-Executive Independent Director  
 Non-Executive Additional Director  
 (effect from 05th Aug 2022)

**STATUTORY COMMITTEES****AUDIT COMMITTEE****NAME**

Shri Bharathan Rajagopalan Thatai  
 Shri Gottemukkala Venkatapathi Raju  
 Smt Usha Abbagani

**DESIGNATION**

Chairperson  
 Member  
 Member

**NOMINATION & REMUNERATION COMMITTEE****NAME**

Shri Gottemukkala Venkatapathi Raju  
 Shri Bharathan Rajagopalan Thatai  
 Smt Usha Abbagani

**DESIGNATION**

Chairperson  
 Member  
 Member

**STAKEHOLDER RELATIONSHIP COMMITTEE****NAME**

Smt Usha Abbagani  
 Shri Gottemukkala Venkatapathi Raju  
 Shri Subramanya Ram Ganpath

**DESIGNATION**

Chairperson  
 Member  
 Member

**RISK MANAGEMENT COMMITTEE****NAME**

Shri Gangasani Sudhakar Reddy  
 Smt Usha Abbagani  
 Shri Subramanya Ram Ganpath

**DESIGNATION**

Chairperson  
 Member  
 Member

**CHIEF FINANCIAL OFFICER**

Shri Vivekanand Narayan Prabhu  
 (till 30.06.2022)

**COMPANY SECRETARY**

Shri Subodhakanta Sahoo

**BANKERS**

Canara Bank,  
 Balanagar Branch,  
 Hyderabad-500 042

**AUDITORS****STATUTORY AUDITOR**

M/s. VDNR & Associates  
Chartered Accountants,  
201, Dwarka Avenue, Dwarkapuri Colony,  
Punjagutta, Hyderabad – 500 082.

**SECRETARIAL AUDITOR**

Mrs. Rakhi Agarwal  
6-3-660, Flat 520, Block 4, Amrit Appartment,  
Kapadia Lane, Somajiguda,  
Hyderabad – 500 082.

**INTERNAL AUDITORS**

M/s. Vasanth Pai & Co.,  
Chartered Accountants  
410, Maheshwari Chambers,  
Beside Medinova, Somajiguda,  
Hyderabad- 500 082.

**REGISTRAR & TRANSFER AGENT**

CIL SECURITIES LIMITED  
214, Raghavaratna, Towers,  
Chiragali Lane, Abids Hyderabad, 500 001  
Phone # +91-040-6901 1111  
Email : rta@cilsecurities.com  
Website : www.cilsecurities.com

**FACTORY**

Doultabad, Nastipur Village,  
Hathnoora Mandal, Sangareddy District,  
Telangana- 502296.

**REGISTERED OFFICE:****LOTUS CHOCOLATE COMPANY LIMITED**

CIN NO:L15200TG1988PLC009111  
# 8-2-596, 1<sup>st</sup> Floor, 1B,  
Sumedha Estates, Avenue - 4,  
Puzzalona Towers, St.No.1. Rd. No.10,  
Banjara Hills, Hyderabad-500 034.

Contact No : 97038 99902 / 95533 45552

Email : complaints@lotuschocolate.com  
Website : www.lotuschocolate.com

**NOTICE OF 33<sup>rd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of Lotus Chocolate Company Limited will be held on Friday the 30<sup>th</sup> September, 2022 at 09:00 A.M., through video conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact the following businesses.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2022 along with the Auditors' Report, Board's Report & Corporate Governance Report thereon.
2. To appoint a Director in place of Shri. Gangasani Sudhakar Reddy, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), M/s. VDNR & Associates, Chartered Accountants (Firm Regn No: 0112515) be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of the ensuing Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2027-2028 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

**FURTHER RESOLVED THAT** any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions."

**SPECIAL BUSINESS:**

4. **Regularization of Mr. Admala Surya Prakash Reddy as director of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION.**

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Admala Surya Prakash Reddy (DIN: 07567290), who was appointed as an Additional Director with effect from 05<sup>th</sup> August, 2022, be and is hereby appointed as a Director of the company liable to retire by rotation."

**By Order of the Board  
For LOTUS CHOCOLATE COMPANY LIMITED**

Sd/-  
**Gangasani Sudhakar Reddy**  
Director  
DIN: 07261620

Sd/-  
**Ram Subramanya Ganpath**  
Whole Time Director  
DIN: 02395478

Place : Hyderabad  
Date : 06.09.2022

**NOTES:**

1. **In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") /other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("ACT"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 33<sup>rd</sup> AGM of the Company is being held through VC/OAVM.**
2. Pursuant to the provisions of the Act, generally a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and

vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.lotuschocolate.com](http://www.lotuschocolate.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CIL Securities Limited, at <https://www.cilsecurities.com>.
4. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA.

In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- PAN;
- Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- Bank Account details including Bank name and branch, Bank account number, IFS code;
- Specimen signature.

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details shall be provided to Company at [rta@cilsecurities.com](mailto:rta@cilsecurities.com) and send the documents at the address of registered office of the company.

The shareholders can download the forms mentioned in SEBI circular from the website of the Company at [www.cilsecurities.com](http://www.cilsecurities.com).

5. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of SEBI Listing Regulations, the Company is providing the facility to its Members holding shares in physical or dematerialised form as on the cut-off date, i.e. 23 September 2022, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of AGM.
6. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a scan copy of share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card /Passport / Driving Licence / Election Identity Card to [cs@lotuschocolate.com](mailto:cs@lotuschocolate.com) for registering email address.
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2022 to 30.09.2022 (both days inclusive) for the purpose of annual closure.
10. The Company has appointed M/s CIL Securities Limited, Registrar and Transfer Agents, to provide Video Conferencing facility for the

- Annual General Meeting and the attendant enablers for conducting of the AGM.
11. Pursuant to the provisions of the circulars of MCA on the VC/OVAM, Members can attend the AGM through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
  12. The members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
  13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar & Share Transfer Agent – CIL Securities Limited.
  14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  15. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
  16. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
  17. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
  18. Voting through electronic means  
CDSL e-Voting System – For Remote e-voting and e-voting during AGM
    - i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
    - ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
    - iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
    - iv) The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come



- first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- vi) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lotuschocolate.com](http://www.lotuschocolate.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- viii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- Instructions for shareholders for remote e-voting are as under:**
- (i) The voting period begins on Tuesday, September 27, 2022 at 9.00 a.m. and ends on Thursday, September 29, 2022 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date (record date) of September 23, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "LOTUS CHOCOLATE COMPANY LIMITED" from the drop down menu and click on "SUBMIT"
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Bank Details#	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Lotus Chocolate Company Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ii) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
  - iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@lotuschocolate.com.
  - ii) For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@lotuschocolate.com.
  - iii) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
- v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@lotuschocolate.com.
  - vi) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@lotuschocolate.com. These queries will be replied to by the company suitably by email.
  - vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Instructions for shareholders for E-Voting during the AGM are as under:-**

**Instructions for shareholders attending the AGM through VC/OAVM are as under:**

- i) **Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.**  
**Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials.**  
**The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.**
- ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall

be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

The Statutory Registers and documents in accordance with the Companies Act, 2013 will be available for inspection in electronic mode. The result of the voting shall be displayed on the Notice Board of the Company at its Registered Office and Corporate Office.

The result along with the Scrutiniser's Report shall also be placed on the website of the Company [www.lotuschocolate.com](http://www.lotuschocolate.com) and of CDSL. Members may also write to the Company Secretary in case of grievances connected with voting by electronic means at the mail id: [cs@lotuschocolate.com](mailto:cs@lotuschocolate.com).

### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 3: To re-appoint M/s. VDNR & Associates, Chartered Accountants (Firm Regn No: 011251S) as Statutory Auditors of the Company:**

M/s. VDNR & Associates, Chartered Accountants (Firm Regn No: 011251S) were appointed as Statutory Auditors of the Company at the 33rd Annual General Meeting ('AGM') held on 30.09.2022 for a period of 5 years, up to the conclusion of ensuing 38th AGM. Accordingly, M/s. VDNR & Associates, Chartered Accountants will complete their first term of five consecutive years as the statutory auditors of the Company at the conclusion of 33rd AGM of the Company.

Pursuant to Section 139(2) of the Companies Act, 2013, M/s. VDNR & Associates, Chartered Accountants are eligible for re-appointment for a further period of 5

years. M/s. VDNR & Associates, Chartered Accountants have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. VDNR & Associates, Chartered Accountants have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. VDNR & Associates, Chartered Accountants, having registration No. 011251S, as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 33rd AGM till the conclusion of the 38th AGM of the Company.

The Board of Directors has approved a remuneration of Rs. 2,50,000/- per annum for conducting the audit for the financial year 2021-22, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution

#### **Item No. 4: To appoint Shri Admala Surya Prakash Reddy (DIN: 07567290) as a Director liable to retire by rotation:**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of

Association of the Company, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 05th August 2022 has appointed Shri Admala Surya Prakash Reddy (DIN: 07567290) as an Additional Director of the Company.

Further, the Nomination and Remuneration Committee recommended the Board to place a proposal before the upcoming Annual General Meeting to appoint him as a Director, liable to retire by rotation, of the company.

Pursuant to Section 161(1) of the Act, Shri Admala Surya Prakash Reddy holds office up to the date of this meeting.

Shri Admala Surya Prakash Reddy is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

Details of Shri Admala Surya Prakash Reddy are provided in the "Annexure" to the Notice, pursuant to the provisions of:

- (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Except Shri Admala Surya Prakash Reddy, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommend passing of the resolution set out in Item No. 4 of this Notice.

**By Order of the Board  
For LOTUS CHOCOLATE COMPANY LIMITED**

Sd/-  
**Gangasani Sudhakar Reddy**  
Director  
DIN: 07261620

Sd/-  
**Ram Subramanya Ganpath**  
Whole Time Director  
DIN: 02395478

Place: Hyderabad  
Date: 06.09.2022

**ANNEXURE TO THE NOTICE DATED 06TH SEPTEMBER 2022****Details of Directors Retiring by Rotation and seeking appointment at the Annual General Meeting:**

1.

Name of Director	Mr. Admala Surya Prakash Reddy
Date of Birth	04.08.1952
Date of Appointment	05.08.2022
Qualification	B.Sc (Ag) degree from the College of Agriculture, Nagpur/ Punjabrao Krishi Vidya Peeth, Akola
Relationship between Directors inter-se	Nil
Expertise in specific functional areas	Industrial experience of more than 30 years in the fields of Agro based Industry
List of Other Companies in which Directorship is held as on 31st March, 2022	Nil
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2022	Nil
No. of shares held in the Company	746

**By Order of the Board  
For LOTUS CHOCOLATE COMPANY LIMITED**

Sd/-  
**Gangasani Sudhakar Reddy**  
Director  
DIN: 07261620

Sd/-  
**Ram Subramanya Ganpath**  
Whole Time Director  
DIN: 02395478

Place: Hyderabad

Date: 06.09.2022

**REGISTERED OFFICE**

#8-2-596, 1ST Floor, 1B, Sumedha Estate,  
Avenue-4, Puzzolana Towers,  
St.No.1, Road No.10, Banjara Hills,  
Hyderabad-500034 (TG)