



**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 : L15200TG1988PLC009111

**11.08.2023/LCCL/SEC/23-24**

**To,**  
**The Manager,**  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001(MH)

**Scrip Code: 523475**

**Sub: Voting Results in respect of the Thirty-fourth Annual General Meeting of the Company**

Dear Sir/ Madam,

The voting results in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system), in respect of the Thirty-fourth Annual General Meeting of the Company held on Thursday, August 10, 2023, are enclosed.

This is for your information and records.

Thanking you,

Yours faithfully,  
For **Lotus Chocolate Company Limited**

**Subodhakanta Sahoo**  
**Company Secretary and Compliance Officer**

Encl.: As above



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## LOTUS CHOCOLATE COMPANY LIMITED

### Voting Results

<b>Date of AGM/EGM</b>	<b>August 10, 2023</b>
<b>Total Number of Shareholders on record date (i.e. August 3, 2023 cut-off date for voting purpose):</b>	<b>14,277</b>
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> Promoters and Promoter Group: Public:	<b>Not Applicable</b>
<b>No. of shareholders attended the meeting through Video Conferencing:</b> Promoters and Promoter Group: Public:	<b>9</b> <b>70</b>

### Agenda-wise disclosure

The Mode of voting for all resolutions was remote e-voting and e-voting at the Meeting.

**Resolution No. 1: To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,528	3.7541	1,34,353	175	99.8699	0.1301
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,528</b>	<b>3.7541</b>	<b>1,34,353</b>	<b>175</b>	<b>99.8699</b>	<b>0.1301</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,678</b>	<b>73.1146</b>	<b>93,88,503</b>	<b>175</b>	<b>99.9981</b>	<b>0.0019</b>

Whether resolution is passed or not? (Yes/No): Yes



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**Resolution No. 2: To appoint Statutory Auditors of the Company and fix their remuneration (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,346	3.7490	1,34,169	177	99.8683	0.1317
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,346</b>	<b>3.7490</b>	<b>1,34,169</b>	<b>177</b>	<b>99.8683</b>	<b>0.1317</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,496</b>	<b>73.1132</b>	<b>93,88,319</b>	<b>177</b>	<b>99.9981</b>	<b>0.0019</b>

Whether resolution is passed or not? (Yes/No): Yes

**Resolution No. 3: To appoint Mr. Krishnakumar Thirumalai (DIN: 00079047) as a Director (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,346	3.7490	1,34,170	176	99.8690	0.1310
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,346</b>	<b>3.7490</b>	<b>1,34,170</b>	<b>176</b>	<b>99.8690</b>	<b>0.1310</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,496</b>	<b>73.1132</b>	<b>93,88,320</b>	<b>176</b>	<b>99.9981</b>	<b>0.0019</b>

Whether resolution is passed or not? (Yes/No): Yes





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**Resolution No. 4: To appoint Mr. Ketan Mody (DIN: 07723933) as a Director (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,346	3.7490	1,34,120	226	99.8318	0.1682
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,346</b>	<b>3.7490</b>	<b>1,34,120</b>	<b>226</b>	<b>99.8318</b>	<b>0.1682</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,496</b>	<b>73.1132</b>	<b>93,88,270</b>	<b>226</b>	<b>99.9976</b>	<b>0.0024</b>

Whether resolution is passed or not? (Yes/No): Yes

**Resolution No. 5: To appoint Mr. Dinesh Taluja (DIN: 08144541) as a Director (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,301	3.7478	1,34,125	176	99.8690	0.1310
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,301</b>	<b>3.7478</b>	<b>1,34,125</b>	<b>176</b>	<b>99.8690</b>	<b>0.1310</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,451</b>	<b>73.1128</b>	<b>93,88,275</b>	<b>176</b>	<b>99.9981</b>	<b>0.0019</b>

Whether resolution is passed or not? (Yes/No): Yes



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**Resolution No. 6: To appoint Ms. Renuka Shastry (DIN: 02578917) as a Director (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,346	3.7490	1,34,170	176	99.8690	0.1310
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,346</b>	<b>3.7490</b>	<b>1,34,170</b>	<b>176</b>	<b>99.8690</b>	<b>0.1310</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,496</b>	<b>73.1132</b>	<b>93,88,320</b>	<b>176</b>	<b>99.9981</b>	<b>0.0019</b>

Whether resolution is passed or not? (Yes/No): Yes

**Resolution No. 7: To appoint Prof. Dipak C. Jain (DIN: 00228513) as an Independent Director (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,346	3.7490	1,33,990	356	99.7350	0.2650
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,346</b>	<b>3.7490</b>	<b>1,33,990</b>	<b>356</b>	<b>99.7350</b>	<b>0.2650</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,496</b>	<b>73.1132</b>	<b>93,88,140</b>	<b>356</b>	<b>99.9962</b>	<b>0.0038</b>

Whether resolution is passed or not? (Yes/No): Yes





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**Resolution No. 8: To appoint Mr. Krishnan Sudarshan (DIN: 01029826) as an Independent Director (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.00	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.00</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,301	3.7478	1,34,025	276	99.7945	0.2055
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,301</b>	<b>3.7478</b>	<b>1,34,025</b>	<b>276</b>	<b>99.7945</b>	<b>0.2055</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,451</b>	<b>73.1128</b>	<b>93,88,175</b>	<b>276</b>	<b>99.9971</b>	<b>0.0029</b>

Whether resolution is passed or not? (Yes/No): Yes

**Resolution No. 9: To adopt the restated Articles of Association of the Company (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>92,54,150</b>	<b>92,54,150</b>	<b>100.0000</b>	<b>92,54,150</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-Voting	3,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-Voting	35,83,499	1,34,346	3.7490	1,34,124	222	99.8348	0.1652
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>	<b>35,83,499</b>	<b>1,34,346</b>	<b>3.7490</b>	<b>1,34,124</b>	<b>222</b>	<b>99.8348</b>	<b>0.1652</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>93,88,496</b>	<b>73.1132</b>	<b>93,88,274</b>	<b>222</b>	<b>99.9976</b>	<b>0.0024</b>

Whether resolution is passed or not? (Yes/No): Yes

\$ Represents valid votes polled.

**Note: All the aforesaid resolutions have been passed with requisite majority.**



**RAKHI AGARWAL**

**Company Secretary in Practice**

1-10-32 To 37/D-003, Ground Floor, D Block,  
Wellkin Park Secunderabad, Hyderabad,  
Telangana-500016

Email: [rakhiagarwal79@yahoo.com](mailto:rakhiagarwal79@yahoo.com)

Cell: +91 9246530679

**Consolidated Report of Scrutinizer on remote e-voting and e-voting at the 34<sup>th</sup>  
Annual General Meeting (AGM) of Lotus Chocolate Company Limited**  
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014, as amended)

To,  
The Chairman of the 34<sup>th</sup> Annual General Meeting of the equity shareholders of the  
Lotus Chocolate Company Limited held on Thursday, August 10, 2023 at 11:30 a.m.  
IST through Video Conferencing

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Lotus Chocolate Company Limited ("The Company") on May 24, 2023, I, **Rakhi Agarwal**, Company Secretary in Practice, have been appointed as the Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("e-voting"), on the resolutions contained in the notice of AGM dated July 18, 2023 ("Notice"), calling the 34<sup>th</sup> AGM of the members of the Company on Thursday, August 10, 2023, at 11:30 a.m. IST through Video Conferencing (VC).

The management of the Company is responsible to ensure compliance with the requirements of applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and General Circular Nos. 10/2022 dated December 28, 2022, 2/2022 dated May 5, 2022, 21/2021 dated December 14, 2021, 19/2021 dated December 8, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 (collectively referred to as 'MCA Circulars') relating to issuance of notice and e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

The AGM was convened on Thursday, August 10, 2023, at 11.30 a.m. IST through VC. The deemed venue for the Meeting was the Registered Office of the Company.

Pursuant to provisions of Sections 101 and 136 of the Act and rules made thereunder and Regulation 36 of Listing Regulations and in terms of MCA Circulars and SEBI Circular dated January 05, 2023 read with circular dated May 13, 2022, the notice of AGM including procedure and instructions for e-voting and Annual Report for FY 2022-2023 was sent through electronic mode to equity shareholders.





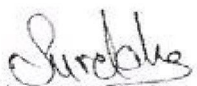
whose email address is registered with the Company / Registrar & Share Transfer Agent of the Company, CIL Securities Limited ("CIL Securities") / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") / Depository Participants.

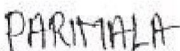
The Notice of the AGM and Annual Report were placed on the website of the Company, [www.lotuschocolate.com](http://www.lotuschocolate.com) and on website of the stock exchange on which the shares of the Company are listed ("**Stock Exchange**"), i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same were also made available on the website of Central Depository Services (India) Limited (e-voting agency) at <https://www.evotingindia.com>.

The Company also published Newspaper advertisements of Notice of the AGM on July 18, 2023 and July 20, 2023 i.e. before and after the sending of said Notice, in two newspapers namely "Financial Express" (English Newspaper), and "Nava Telangana" (Telugu language newspaper).

My responsibility as Scrutinizer is to scrutinize the process of remote e-voting and e-voting at the AGM in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the Agency engaged by the Company to provide e-voting facility and attendant papers and other relevant documents furnished to me electronically by the Company and/ or CDSL for my verification. Accordingly, I hereby submit my report as under:

1. The Equity Shareholders of the Company as on the cut-off date, as set out in the Notice, i.e., Thursday, August 03, 2023, were entitled to vote either by remote e-voting or e-voting at the AGM, on the resolutions (Item nos. 1 to 9 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting commenced on Saturday, August 05, 2023, at 9:00 a.m. (IST) and ended on Wednesday, August 09, 2023, at 5:00 p.m. (IST). The remote e-voting module was disabled by CDSL upon expiry of this period.
3. The facility for voting was also available at the AGM through e-voting for those Members who attended the AGM and had not already cast their vote through the remote e-voting facility.
4. The votes cast during the remote e-voting and voting at the meeting were unblocked on Thursday, August 10, 2023, after the conclusion of the AGM and was witnessed by two witnesses, Ms.Surekha Anne and Ms.Parimala Chitnis, who are not in the employment of the Company. They have signed below in confirmation of the same.

  
(Signature of the witness)

  
(Signature of the witness)





5. The e-votes were reconciled with the records maintained by the Company / CDSL and the authorizations lodged with the Company/CDSL on test check basis.

6. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). Based on the report generated by CDSL and relied upon by me, the voting results are reported.

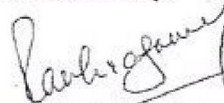
I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting at the AGM, as an Annexure to this report, based on the reports generated by CDSL.

All the resolutions put to vote at the AGM stand passed, under remote e-voting along with voting through e-voting at the AGM, with the requisite majority and shall be deemed to have been passed on the date of the AGM.

I hereby confirm that I am maintaining the register and records which are required to be maintained under Rule 20 of the Companies (Management and Administration) Rules, 2014 received from CDSL, in respect of the votes cast through remote e-voting and through e-voting at the AGM by the Equity Shareholders of the Company and will be handed over to Mr. Subodhakanta Sahoo, Company Secretary, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM. According to my observations, the process of remote e-voting and e-voting at the AGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

  
Rakhi Agarwal



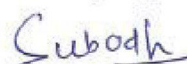
Practicing Company Secretary  
FCS-7047  
CP. No.- 6270  
UDIN: F007047E000792205

Date: 11.08.2023

Place: Hyderabad

Countersigned by:

For Lotus Chocolate Company Limited



Subodhakanta Sahoo  
Company Secretary & Compliance Officer

**Annexure to the Consolidated Scrutinizer's Report in respect of e-voting along with e-voting at the 34th Annual General Meeting of Lotus Chocolate Company Limited held on August 10, 2023 through Video Conferencing (VC)**

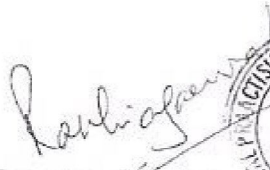

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos. (vi)
	No. of valid votes (ii)	As a % of total no. of valid votes (in Favour and Against) (iii=ii/(ii+iv)*100	No. of valid votes (iv)	As a % of total no. of valid votes (in Favour and Against) (v=iv/(ii+iv)*100	
<b>Item No. 1 –</b>	9388503	99.9981%	175	0.0019%	-
Consideration and adoption of the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon <b>(As an Ordinary Resolution)</b>					
<b>Item No. 2 –</b> Appointment of Statutory Auditors of the Company and to fix their remuneration <b>(As an Ordinary Resolution)</b>	9388319	99.9981%	177	0.0019%	-
<b>Item No. 3 –</b> Appointment of Mr. Krishnakumar Thirumalai (DIN: 00079047) as a Director <b>(As an Ordinary Resolution)</b>	9388320	99.9981%	176	0.0019%	-
<b>Item No. 4 –</b> Appointment of Mr. Ketan Mody (DIN: 07723933) as a Director <b>(As an Ordinary Resolution)</b>	9388270	99.9976%	226	0.0024%	-
<b>Item No. 5 –</b> Appointment of Mr. Dinesh Taluja (DIN: 08144541) as a Director <b>(As an Ordinary Resolution)</b>	9388275	99.9981%	176	0.0019%	-
<b>Item No. 6-</b> Appointment of Ms. Renuka Shastry (DIN: 02578917) as a Director <b>(As an Ordinary Resolution)</b>	9388320	99.9981%	176	0.0019%	-



*Rakhi Agarwal*



Item No. 7- Appointment of Prof. Dipak C. Jain (DIN: 00228513) as an Independent Director (As a Special Resolution)	9388140	99.9962%	356	0.0038%	-
Item No. 8 – Appointment of Mr. Krishnan Sudarshan (DIN: 01029826) as an Independent Director (As an Special Resolution)	9388175	99.9971%	276	0.0029%	-
Item No. 9- Adoption of the restated Articles of Association of the Company (As an Special Resolution)	9388274	99.9976%	222	0.0024%	-

  
  
**Rakhi Agarwal**  
**Practicing Company Secretary**  
**FCS:- 7047**  
**CP. No.:- 6270**  
**UDIN: F007047E000792205**

**Date: 11.08.2023**  
**Place: Hyderabad**