



LOTUS CHOCOLATE COMPANY LTD

Reg. Office: 8-2-596, 1st Floor, 1B, Sumedha Estates,
Avenue-4, Puzzolana Towers, Street No. 1, Road No.
10, Banjara Hills, Hyderabad 500034, Telangana
Tel: 91-40-4020 2124
E-mail: investors@lotuschocolate.com
Website: www.lotuschocolate.com
CIN: L15200TG1988PLC009111

01.10.2024/LCCL/SEC/24-25

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Scrip Code: 523475

Dear Sirs,

Sub: Disclosure of Voting Results – Thirty-fifth Annual General Meeting of the Company

The voting results in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the consolidated Scrutiniser'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-fifth Annual General Meeting of the Company held on Monday, September 30, 2024, are attached.

This is for your information and records

Thanking You.

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

Utsav Saini
Digitally signed by Utsav
Saini
Date: 2024.10.01
18:25:41 +05'30'

Utsav Saini
Company Secretary & Compliance Officer

LOTUS CHOCOLATE COMPANY LIMITED
Voting Results

Date of AGM/EGM:	September 30, 2024
Total number of shareholders on record date (i.e., September 23, 2024 - cut-off date for voting purpose):	23,695
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	9 77

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, 2024 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	90,65,730	97.9639	90,65,730	0	100.0000	0.0000
	Poll	N.A.	1,88,420	2.0361	1,88,420	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public - Institutions	E-Voting	13,400	0	0.0000	0	0.0000	0.0000	0.0000
	Poll	N.A.	0	0.0000	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,400	0	0.0000	0	0.0000	0.0000	0.0000
Public - Non-Institutions	E-Voting	35,73,499	164,087	4.5918	133,980	30,107	81.6518	18.3481
	Poll	N.A.	3,790	0.1061	3,790	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	35,73,499	1,67,877	4.6979	1,37,770	30,107	82.0660	17.9340
Total		1,28,41,049	94,22,027	73.3743	93,91,920	30,107	99.6805	0.3195

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	0
Total	0

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

Resolution No. 2: To appoint Mr. Krishnakumar Thirumalai (DIN: 00079047), who retires by rotation 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	9,065,730	97.9639	9,065,730	0	100.0000	0.0000
	Poll	N.A.	188,420	2.0361	188,420	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public - Institutions	E-Voting	13,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,400	0	0.0000	0	0	0.0000	0.0000
Public - Non-Institutions	E-Voting	35,73,499	164,087	4.5918	133,980	30,107	81.6518	18.3481
	Poll	N.A.	3,790	0.1061	3,790	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	35,73,499	167,877	4.6979	137,770	30,107	82.0660	17.9340
Total		1,28,41,049	9,422,027	73.3743	9,391,920	30,107	99.6805	0.3195

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	0
Total	0

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

Resolution No. 3: To appoint Mr. Ketan Mody (DIN: 07723933), who retires by rotation 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	90,65,730	97.9639	90,65,730	0	100.0000	0.0000
	Poll	N.A.	1,88,420	2.0361	1,88,420	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public - Institutions	E-Voting	13,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,400	0	0.0000	0	0	0.0000	0.0000
Public - Non-Institutions	E-Voting	35,73,499	164,087	4.5918	133,950	30,137	81.6335	18.3664
	Poll	N.A.	3,790	0.1061	3,790	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	35,73,499	167,877	4.6979	137,740	30,137	82.0482	17.9518
Total		1,28,41,049	9,422,027	73.3743	9,391,890	30,137	99.6801	0.3199

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	0
Total	0

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

Resolution No. 4: To approve the increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 (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	9,065,730	97.9639	9,065,730	0	100.0000	0.0000
	Poll	N.A.	188,420	2.0361	188,420	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	92,54,150	92,54,150	100.0000	92,54,150	0	100.0000	0.0000
Public - Institutions	E-Voting	13,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,400	0	0.0000	0	0	0.0000	0.0000
Public - Non-Institutions	E-Voting	35,73,499	164,029	4.5902	133,879	30,150	81.6191	18.3808
	Poll	N.A.	3,790	0.1061	3,790	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	35,73,499	167,819	4.6963	137,669	30,150	82.0342	17.9658
Total		1,28,41,049	9,421,969	73.3738	9,391,819	30,150	99.6800	0.3200

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	0
Total	0

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

Resolution No. 5: To approve creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 (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	9,065,730	97.9639	9,065,730	0	100.0000	0.0000
	Poll	N.A.	188,420	2.0361	188,420	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	92,54,150	9,254,150	100.0000	9,254,150	0	100.0000	0.0000
Public - Institutions	E-Voting	13,400	0	0.0000	0	0	0.0000	0.0000
	Poll	N.A.	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	13,400	0	0.0000	0	0	0.0000	0.0000
Public - Non-Institutions	E-Voting	35,73,499	164,029	4.5902	133,879	30,150	81.6191	18.3808
	Poll	N.A.	3,790	0.1061	3,790	0	100.0000	0.0000
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	35,73,499	167,819	4.6963	137,669	30,150	82.0342	17.9658
Total		1,28,41,049	9,421,969	73.3738	9,391,819	30,150	99.6800	0.3200

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	0
Total	0

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

All the aforesaid resolutions have been passed with requisite majority.

Notes

[#]Represents valid votes polled.

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report
[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 Thirty-Fifth Annual General Meeting of the Equity Shareholders of Lotus Chocolate Company Limited held on Monday, 30 September 2024 at 11:30 a.m. IST through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM").

Dear Sir,

1. I, Anil Lohia, Chartered Accountant in practice and Partner, Dayal and Lohia, Chartered Accountants, have been appointed as Scrutinizer upon authorization by the Board of Directors of Lotus Chocolate Company Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in a fair and transparent manner on the resolutions contained in the notice dated September 05, 2024 ("Notice") issued in accordance with General Circulars No. 14 / 2020, 17 / 2020, 20 / 2020, 2 / 2021, 19/ 2021, 21 / 2021, 2 / 2022, 10 / 2022 and 09/2023 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 8 December 2021, 14 December 2021, 5 May 2022, 28 December 2022 and 25 September 2023 respectively issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars"), calling the Thirty-fifth Annual General Meeting of its Equity Shareholders ("the Meeting"/ "AGM") through VC / OAVM. The AGM was convened on Monday, September 30, 2024 at 11.30 a.m. IST through VC / OAVM. The deemed venue for the Meeting was the Registered Office of the Company.
2. In compliance with the MCA Circulars and SEBI Circular dated 7 October, 2023, the Notice along with the Annual Report 2023-24 was sent only through electronic mode to those members whose email address was registered with the Company / Registrar & Transfer Agent of the Company viz. CIL Securities Limited ("CIL Securities") / National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") / Depository Participants.

The said Notice and Annual Report 2023-24 was also placed on the website of the Company at: www.lotuschocolate.com, on the website of the Stock Exchange, i.e., BSE Limited www.bseindia.com; on the website of CIL Securities at www.cilsecurities.com and on the website of KFin Technologies Limited ("KFintech") e-voting agency at <https://evoting.kfintech.com> being the agency appointed by the Company to provide to its members facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("remote e-voting"); and (ii) at the Meeting ("Insta Poll").

In compliance with the relevant MCA Circulars, a newspaper advertisement was published on September 7, 2024 in 'Financial Express' (English language newspaper) and 'Nava Telangana' (Telugu language newspaper), specifying the day, date and time of the AGM.

3. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:
 - (i) process of remote e-voting; and
 - (ii) process of Insta Poll.

Management's Responsibility

4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

5. My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and Insta Poll) is restricted to making 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 KFinTech (being an Agency authorized under the Act and the Rules made thereunder and engaged by the Company to provide e-voting facility) and attendant papers / documents furnished to me electronically by the Company and / or KFinTech for my verification.

Cut-off date

6. Subject to the provisions of the Articles of Association of the Company, the members of the Company as on the "cut-off" date, as set out in the Notice, i.e., Monday, September 23, 2024 were entitled to vote on the resolutions (item nos. 1 to 5 as set out in the Notice) 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.

Insta Poll

7.
 - i. The facility for voting electronically was also made available at the meeting (Insta Poll) to those members who had not cast their votes through remote e-voting.
 - ii. After the time fixed for closure of the e-voting at the Meeting by the Chairman, the electronic system recording the e-voting ("e-votes") was locked by KFinTech under my instructions.
 - iii. The e-votes cast at the meeting were unblocked on Monday, September 30, 2024 after the conclusion of the AGM.
 - iv. The e-votes were reconciled with the records maintained by the Company / CIL Securities and the authorizations lodged with KFinTech / me on test check basis.

8. Remote e-voting process

- i. The remote e-voting period remained open from 09.00 a.m. (IST) on Wednesday, September 25, 2024 to 05.00 p.m. (IST) on Sunday, September 29, 2024.
- ii. The votes cast during the remote e-voting period were unblocked on September 30, 2024 after the conclusion of the AGM and was witnessed by two witnesses, Shri Neel Khandelwal and Shri Sunil Khandelwal, who are not in the employment of the Company and / or KFinTech. They have signed below in confirmation of the same.

<p>NEEL SUNIL KHANDELWAL</p> <p><small>Digitally signed by NEEL SUNIL KHANDELWAL DN: cn=NEEL SUNIL KHANDELWAL, o=SUNIL KHANDELWAL, ou=KFinTech, email=neel.khandelwal@kfintech.com, serial=1, c=IN, st=Maharashtra, street=101/1, rd=Sector 14, locality=Kondhwa Heights, postalCode=400014, cn=NEEL SUNIL KHANDELWAL, c=IN, st=Maharashtra, serial=1, c=IN, st=Maharashtra, street=101/1, rd=Sector 14, locality=Kondhwa Heights, postalCode=400014, cn=NEEL SUNIL KHANDELWAL, c=IN, st=Maharashtra, Date: 2024.10.01 16:40:14 +05'30'</small></p>	<p>SUNIL LAKHMICHAND KHANDELWAL</p> <p><small>Digitally signed by SUNIL LAKHMICHAND KHANDELWAL DN: cn=SUNIL LAKHMICHAND KHANDELWAL, o=SUNIL LAKHMICHAND KHANDELWAL, ou=KFinTech, email=sunil.lakhmichand@kfintech.com, serial=1, c=IN, st=Maharashtra, street=101/1, rd=Sector 14, locality=Kondhwa Heights, postalCode=400014, cn=SUNIL LAKHMICHAND KHANDELWAL, c=IN, st=Maharashtra, serial=1, c=IN, st=Maharashtra, street=101/1, rd=Sector 14, locality=Kondhwa Heights, postalCode=400014, cn=SUNIL LAKHMICHAND KHANDELWAL, c=IN, st=Maharashtra, Date: 2024.10.01 16:40:49 +05'30'</small></p>
Neel Khandelwal	Sunil Khandelwal

- iii. Thereafter, the details containing, inter alia, the list of members who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the remote e-voting website of KFinTech i.e. <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

9. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me, as under:-

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorization) Nos. (vi)
	Number of Valid Votes (ii)	As a % of total number of valid votes (in Favour and Against) (iii)=[ii/ (ii+iv)]* 100)	Number of Valid Votes (iv)	As a % of total number of valid votes (in Favour and Against) (v) =[iv/ (ii+iv)]* 100)	
Item No1 - Consider and adopt audited financial statement of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon (As an Ordinary Resolution)	93,91,920	99.6805	30,107	0.3195	-
Item No. 2 – Appointment of Mr. Krishnakumar Thirumalai (DIN: 00079047), who retires by rotation as a Director (As an Ordinary Resolution)	93,91,920	99.6805	30,107	0.3195	-
Item No. 3 – Appointment of Mr. Ketan Mody (DIN: 07723933), who retires by rotation as a Director (As an Ordinary Resolution)	93,91,890	99.6801	30,137	0.3199	-
Item No. 4 - Approve the increase in borrowing limits of the Company (As Special Resolution)	93,91,819	99.6800	30,150	0.3200	-
Item No. 5 - Approve creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company (As Special Resolution)	93,91,819	99.6800	30,150	0.3200	-

Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 to 5 of the Notice have been **passed with requisite majority**.

10. The electronic data and all other relevant records relating to remote e-voting and Insta Poll will be handed over to Mr. Utsav Saini, Company Secretary and Compliance Officer of the Company for safe keeping as provided in the Act read with the relevant Rules.
11. a) This report is issued in accordance with the terms of the Engagement Letter.

- b) I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and Standards on Auditing specified under Section 143(10) of the Act. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.
- c) I have complied with the relevant applicable requirements of the Standard on Quality Control ("SQC") 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Restriction on Use

12. This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) placing on website of the Company and (iii) placing on the website of KFinTech. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

ANIL
LOHIA

Digitally signed by ANIL LOHIA
DN: cn=ANIL LOHIA, o=Dayal and Lohia,
2.5.4.26=Indo-733633639317208164020481
a0482a2e2050b145c14704e4e9f0e0c3,
postalCode=400025, serial=2592, 2.5.4.42=Residency No No 506 Bahadurpatti Sagar
Road Near Anja Khande Chowam
Prabhadevi Mumbai,
postalCode=400007, 2.5.4.43=4376294640973679464
a04840,
serialNumber=2652344420002042315155d
43762946409736794644798637
baE, cn=Personal, c=IN, LDN=ANIL LOHIA
Date: 2024.10.01 16:43:57 +05'30'

Anil Lohia
Practicing Chartered Accountant
Membership No. 031626
Partner
Dayal and Lohia
Chartered Accountants
(Firm's Registration No. 102200W)

Place: Mumbai
Date: 1st October, 2024.
UDIN: 24031626BKAVNM3096

Countersigned by:
For Lotus Chocolate Company Limited

Utsav
Saini

Digitally signed
by Utsav Saini
Date: 2024.10.01
18:20:56 +05'30'

Utsav Saini
Company Secretary and
Compliance Officer