



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

Sumedha Estates (IVRCL 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 No : 91-40-2335 2610  
E-mail : info@lotuschocolate.com  
Web : www.lotuschocolate.com  
CIN No. : L15200AP1988PLC009111

06.10.2015/LCCL/SEC/367

To,  
Ms. Neha Gadda,  
Manager  
Department of Corporate Services,  
The Bombay Stock Exchange Limited,  
25<sup>th</sup> Floor, P J Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub.: Submission of Quarterly Corporate Governance Report– Quarter ended 30.09.2015.**

With reference to the above cited matter, submit herewith the Corporate Governance Report for the Quarter ended 30.09.2015.

This is for your information and records.

Regards,

Yours truly,

for **LOTUS CHOCOLATE COMPANY LIMITED**

**U V KINI**

**COMPANY SECRETARY/ COMPLIANCE OFFICER**



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE****Name of the Company: Lotus Chocolate Company Limited****Quarter ending on: September 30<sup>th</sup>, 2015.**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No/N.A.</b>	<b>Remarks</b>
II. Board of Directors	49 II	Yes	Constituted as per the provisions of Clause 49II read with the Companies Act, 2013.
(A) Composition of Board	49 (IIA)	Yes	Composition is as per the provisions of Clause 49(IIA) read with the Companies Act, 2013
(B) Independent Director	49(IIB)	Yes	Compensation paid is as per the provisions of Clause 49(IIB) read with the Companies Act, 2013
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Compensation paid is as per the provisions of Clause 49(IIC) read with the Companies Act, 2013
(D) Other provisions as to Board of Committees	49 (IID)	Yes	Board meetings, memberships in committees and the information to be furnished before board meetings are as per the provisions of Clause 49(IID) read with the Companies Act, 2013
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct has been laid down by the board as per the provisions of Clause 49(IIE) read with the



			provisions of Companies Act, 2013 and has been displayed in the website of the company.
(F) Whistle Blower Policy	49(IIF)	Yes	Committee formed as per the provisions of Clause 49(IIF) read with the provisions of Companies Act, 2013.
III. Audit Committee	49 (III)	Yes	Committee formed as per the provisions of Clause 49(III) read with the provisions of Companies Act, 2013
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Members of the audit committee are as per the provisions of Clause 49(IIIA) read with the provisions of Cos. Act, 2013.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Meetings of the audit committee are conducted as per the provisions of Clause 49(IIIB) read with the provisions of the Companies Act, 2013.
(C) Powers of Audit Committee	49(IIIC)	Yes	The powers of audit committee includes the powers stated under Clause 49(IIIC) read with the provisions of the Companies Act, 2013.
(D) Role of Audit Committee	49 (IIID)	Yes	The role of the audit committee includes the points given under the Clause 49(IIID) read with the provisions of the Companies Act, 2013.



(E) Review of Information by Audit Committee	49 (III E)	Yes	The matters reviewed by audit committee include the information given under Clause 49(III E) read with the provisions of the Companies Act, 2013.
IV. Nomination and Remuneration Committee	49(IV)	Yes	Committee formed as per the provisions of Clause 49(IV) read with provisions of the Companies Act, 2013.
V. Subsidiary Companies	49 (V)	N.A.	The company does not own any subsidiary companies.
VI. Risk Management	49(VI)	Yes	Committee will be formed as per the provision of Clause 49(VI) read with provisions of the Companies Act, 2013
VII. Related Party Transaction	49(VII)	Yes	The Company has complied in the annual report for the financial year 2014-2015.
VIII. Disclosures	49 (VIII)	Yes	The Company has complied with the Disclosures to be made under the Clause.
(A) Basis of related party transactions	49 (VIII A)	N.A.	The Company has complied in the annual report for the financial year 2014-2015.
(B) Disclosures of Accounting Treatment	49(VIII B)	Yes	The Company is following prescribed accounting standards, so there is no different treatment from prescribed accounting standards in the preparation of financial statements.



(C) Remuneration of Directors	49(VIII C)	Yes	The Company has complied in the annual report for the financial year 2014-2015.
(D) Management	49 (VIII D)	Yes	Management discussion and analysis Report has been included in the annual report of 2013-14. Proper disclosures were made by the Management to the company.
(E) Shareholders	49 (VIII E)	Yes	The company has been complying with all the provisions given under Clause.
(F) Proceeds from public issue, rights issue, preferential issue etc.	49(VIII F)	Yes	The company has not raised any money through preferential issue/ right issue/public issue during this quarter.
IX. CEO / CFO Certification	49 (IX)	YES	The CEO Certification on the financial statement has been submitted along with the annual financial statements for the yr. 13-14 and forms part of the annual report 14-15.



X. Report on Corporate Governance	49 (X)	YES.	A Report on Corporate Governance has been submitted along with the Annual Report for the year 2013-14 and forms part of the annual report 14-15.
XI. Compliance	49 (XI)	YES	A compliance report on corporate governance certified by the auditors of the company has been submitted along with the Annual Report for the year 2013-14 and forms part of the annual report 14-15.

for **LOTUS CHOCOLATE COMPANY LIMITED**

**U V KINI**

**COMPANY SECRETARY/ COMPLIANCE OFFICER**

