

INTEGRATED FILING (GOVERNANCE)

A. Compliance Report on Corporate Governance

1. Name of the Listed Entity: **Lotus Chocolate Company Limited**

2. Quarter ending: **December 31, 2024**

I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson /Executive/Non- Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No. of directorship in listed entities including this listed entity [Refer Regulation 17A]	No. of Independent Directorship in listed entities including this listed entity [Refer proviso to regulation 17A(1)] & reg. 17A(2)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1)]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
Mr.	Bharathan Rajagopalan Thatai	02464132	Non-Executive - Independent	26-11-2014	26-11-2019	25-11-2024	120	20-10-1964	0	0	0	0
Mr.	Dipak Chand Jain	00228513	Chairperson - Non-Executive - Independent	24-05-2023	-	-	19.08	09-06-1957	2	2	7	2
Mr.	Krishnan Sudarshan	01029826	Non-Executive - Independent	24-05-2023	-	-	19.08	07-05-1970	2	2	10	0
Ms.	Riddhi Bhimani	10072936	Non-Executive - Independent	26-11-2024	-	-	1.06	28-07-1982	2	2	5	1
Ms.	Renuka Shastry	02578917	Non-Executive – Non Independent	24-05-2023	-	-	-	22-12-1979	1	0	1	0
Mr.	Krishnakumar Thirumalai	00079047	Non-Executive - Non Independent	24-05-2023	-	-	-	20-10-1959	2	1	1	0
Mr.	Ketan Pravinchandra Mody	07723933	Non-Executive - Non Independent	24-05-2023	-	-	-	07-12-1976	1	0	2	1
Mr.	Dinesh Taluja	08144541	Non-Executive - Non Independent	24-05-2023	-	25-11-2024	-	31-08-1979	1	0	4	2
Mr.	Asim Bhupatrai Parekh	00056125	Non-Executive – Non Independent	03-01-2024	-	-	-	27-08-1964	1	0	0	0
Whether Regular chairperson appointed				Yes								
Whether Chairperson is related to managing director or CEO				No								

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive /independent/ Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Dipak Chand Jain	Non-executive Independent Director - Chairman	24-05-2023	
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	26-11-2024	
		Mr. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Chairman	26-11-2014	25-11-2024
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Member	24-05-2023	25-11-2024
2. Nomination & Remuneration Committee	Yes	Mr. Krishnan Sudarshan	Non-executive Independent Director - Chairman	24-05-2023	
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	24-05-2023	
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	24-05-2023	
		Mr. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Member	26-11-2014	25-11-2024
3. Risk Management Committee (if applicable)	Not Applicable	-	-	-	-
4. Stakeholders Relationship Committee	Yes	Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Chairman	24-05-2023	
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	22-12-2023	
		Ms. Renuka Shastry	Non-executive Non Independent Director - Member	26-11-2024	
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Chairman	24-05-2023	25-11-2024
5. Corporate Social Responsibility Committee	Yes	Mr. Dipak Chand Jain	Non-executive Independent Director - Chairman	26-11-2024	
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	24-05-2023	
		Mr. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Chairman	31-01-2023	25-11-2024
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Member	24-05-2023	25-11-2024

III. Meeting of Board of Directors					
Date(s) of Meeting in the relevant quarter	Whether requirement of Quorum met (Yes / No)	Number of Directors present	Number of independent directors present	Date(s) of Meeting in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
October 09, 2024	Yes	8	3	July 17, 2024 August 19, 2024	50

IV. Meeting of Committees						
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes / No)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	October 09, 2024	Yes	4	3	July 17, 2024 August 19, 2024	50
Stakeholders Relationship Committee	October 09, 2024	Yes	3	1	-	-

V. Affirmations	Yes / No
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities, voluntary for entities ranked 1001 to 2000)	NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

VI. Details of Cyber Security Incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	NA
Brief details of the event	NA

Name: Utsav Saini

Designation: Company Secretary and Compliance Officer

Date: February 14, 2025

B. Investor Grievance Redressal Report

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	2
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	1

C. Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
Not Applicable					

D. Disclosure of Imposition of Fine or Penalty

The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
Not Applicable					

E. Disclosure of updates to ongoing Tax Litigations or Disputes

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
Not Applicable				