

INTEGRATED FILING (GOVERNANCE)**A. Compliance Report on Corporate Governance**1. Name of the Listed Entity: **Lotus Chocolate Company Limited**2. Quarter ending: March **31, 2025**

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.	Dipak Chand Jain	00228513	Chairperson - Non-Executive - Independent	24-05-2023	-	-	22.08	09-06-1957	2	2	7	2
Mr.	Krishnan Sudarshan	01029826	Non-Executive - Independent	24-05-2023	-	-	22.08	07-05-1970	3	2	9	0
Ms.	Riddhi Bhimani	10072936	Non-Executive - Independent	26-11-2024	-	-	4.06	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.	Asim Bhupatrai Parekh	00056125	Non-Executive – Non Independent	03-01-2024	-	-	-	27-08-1964	1	0	0	0
Mr.	Abhijeet Pai	02100465	Non-Executive - Non Independent	13-01-2025	-	-	-	23-06-1984	1	0	0	0
Mr.	Aditya Pai	07538946	Non-Executive – Non Independent	13-01-2025	-	-	-	24-07-1994	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	
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	
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	
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	

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)
January 13, 2025	Yes	8	3	October 09, 2024	95

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	January 13, 2025	Yes	3	2	October 09, 2024	95
	March 31, 2025	Yes	3	2		
Nomination and Remuneration Committee	January 13, 2025	Yes	3	2	-	
Stakeholders' Relationship Committee	-	-	-	-	October 09, 2024	-
Corporate Social Responsibility Committee	January 13, 2025	Yes	3	2	-	-

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
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	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: April 29, 2025

Name of Listed Entity – Lotus Chocolate Company Limited
Year ending: March 31, 2025

I. Disclosure on website in terms of Listing Regulations

	Item	Compliance Status (Yes/No/NA)	If Yes provide link to website. If No/NA provide reasons
	As per regulation 46(2) of the LODR:		
1.1	Details of business	Yes	https://www.lotuschocolate.com/index
1.2	Memorandum of Association and Articles of Association	Yes	https://www.lotuschocolate.com/documents/downloads/Memorandum-of-Association-and-Article-of-Association.pdf
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	https://www.lotuschocolate.com/board_of_directors
2	Terms and conditions of appointment of independent directors	Yes	https://www.lotuschocolate.com/documents/Disclosures-under-Regulation/Terms and condition of Appointment of Independent Directors 0723.pdf
3	Composition of various committees of board of directors	Yes	https://www.lotuschocolate.com/committees_of_board_of_directors
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.lotuschocolate.com/documents/Disclosures-under-Regulation/Code of Conduct of Directors.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://www.lotuschocolate.com/documents/Disclosures-under-Regulation/vigil_mechanism_policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.lotuschocolate.com/documents/Disclosures-under-Regulation/Remuneration-Policy.pdf
7	Policy on dealing with related party transactions	Yes	https://www.lotuschocolate.com/documents/Disclosures-under-Regulation/Policy-of-Materiality-of-RPT.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.lotuschocolate.com/documents/policies/Policy-on-material-subsidiary.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.lotuschocolate.com/documents/Disclosures-under-Regulation/Familiarisation Programme 2024-25.pdf
10	Email address for grievance redressal and other relevant details	Yes	https://www.lotuschocolate.com/investor_contacts
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.lotuschocolate.com/investor_contacts
12	Financial results	Yes	https://www.lotuschocolate.com/quarterly_results
13	Shareholding pattern	Yes	https://www.lotuschocolate.com/share_ownership
14	Details of agreements entered into with the media companies and/or their associates	NA	-
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA	-
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA	-
16	New name and the old name of the listed entity	NA	-
17	Advertisements as per regulation 47 (1)	Yes	https://www.lotuschocolate.com/notices
18	Credit rating or revision in credit rating obtained	NA	-
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	-
20	Secretarial Compliance Report	Yes	https://www.lotuschocolate.com/secretarial-compliance-report
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.lotuschocolate.com/documents/disclosures/Policy-on-Determination-and-Disclosure-of-Materiality-of-Events-and-Information.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.lotuschocolate.com/documents/disclosures/CONTACT_DETAILS_FOR_DETERMINATION_OF_MATERIAL_EVENTS.pdf
23	Disclosures under regulation 30(8)	Yes	https://www.lotuschocolate.com/notices
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	-
25	Dividend Distribution policy as per Regulation 43A(1)	NA	-
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.lotuschocolate.com/investor_relations_downloads
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA	-
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.lotuschocolate.com/disclosures-under-reg46
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.lotuschocolate.com/disclosures-under-reg46

II. Annual Affirmations

Sr. No.	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes
2.	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
3.	Meeting of Board of directors	17(2)	Yes
4.	Quorum of Board meeting	17(2A)	Yes
5.	Review of Compliance Reports	17(3)	Yes
6.	Plans for orderly succession for appointments	17(4)	Yes
7.	Code of Conduct	17(5)	Yes
8.	Fees/compensation	17(6)	Yes
9.	Minimum Information	17(7)	Yes
10.	Compliance Certificate	17(8)	Yes
11.	Risk Assessment & Management	17(9)	Yes
12.	Performance Evaluation of Independent Directors	17(10)	Yes
13.	Recommendation of Board	17(11)	Yes
14.	Maximum number of Directorships	17A	Yes
15.	Composition of Audit Committee	18(1)	Yes
16.	Meeting of Audit Committee	18(2)	Yes
17.	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
18.	Composition of nomination & remuneration committee	19(1) & (2)	Yes
19.	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
20.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes
21.	Role of Nomination and Remuneration Committee	19(4)	Yes
22.	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
23.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
24.	Role of Stakeholders Relationship Committee	20(4)	Yes
25.	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
26.	Meeting of Risk Management Committee	21(3A)	NA
27.	Quorum of Risk Management Committee meeting	21(3B)	NA
28.	Gap between the meetings of the Risk Management Committee	21(3C)	NA
29.	Vigil Mechanism	22	Yes
30.	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes
31.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
32.	Approval for material related party transactions	23(4)	NA
33.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
34.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
35.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
36.	Alternate Director to Independent Director	25(1)	NA
37.	Maximum Tenure	25(2)	Yes
38.	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
39.	Meeting of independent directors	25(3) & (4)	Yes
40.	Familiarization of independent directors	25(7)	Yes
41.	Declaration from Independent Director	25(8) & (9)	Yes
42.	Directors and Officers insurance	25(10)	NA
43.	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA
44.	Memberships in Committees	26(1)	Yes
45.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
46.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
47.	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
48.	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	NA

III. Affirmations:

The Company has approved and in place a Policy on Material Subsidiary. However as on March 31, 2025, the Company does not have any subsidiary and accordingly, corporate governance requirements with respect to subsidiary are not applicable.

Name: Utsav Saini
Designation: Company secretary and Compliance Officer
Date: April 29, 2025

B. Investor Grievance Redressal Report

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	1
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	2

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				