



LOTUS CHOCOLATE COMPANY LIMITED

**31st ANNUAL REPORT
2019-2020**

BOARD OF DIRECTORS**NAME**

Shri P. Prakash Pai
 Shri P. Ananth Pai
 Shri Subramanya Ram Ganapath
 Shri Dilip Mangesh Kalelkar
 Smt Ashwini Pai
 Shri Gottemukkala Venkatapathi Raju
 Shri Bharathan Rajagopalan Thatai
 Shri Admala Surya Prakash Reddy

DESIGNATION

Non-Executive Non-Independent Director
 Non-Executive Non-Independent Director
 Whole Time Director
 Whole Time Director (Technical)
 Women Director
 Non-Executive Independent Director
 Non-Executive Independent Director
 Non-Executive Independent Director

STATUTORY COMMITTEES**AUDIT COMMITTEE****NAME**

Shri Bharathan Rajagopalan Thatai
 Shri P. Ananth Pai
 Shri Gottemukkala Venkatapathi Raju
 Shri Admala Surya Prakash Reddy

DESIGNATION

Chairperson
 Member
 Member
 Member

NOMINATION & REMUNERATION COMMITTEE**NAME**

Shri Gottemukkala Venkatapathi Raju
 Shri Bharathan Rajagopalan Thatai
 Shri P. Prakash Pai
 Shri P. Ananth Pai

DESIGNATION

Chairperson
 Member
 Member
 Member

STAKEHOLDER RELATIONSHIP COMMITTEE**NAME**

Shri P. Prakash Pai
 Shri P. Ananth Pai
 Shri Gottemukkala Venkatapathi Raju
 Shri Subramanya Ram Ganapath

DESIGNATION

Chairperson
 Member
 Member
 Member

RISK MANAGEMENT COMMITTEE**NAME**

Shri P. Prakash Pai
 Shri P. Ananth Pai
 Shri Subramanya Ram Ganapath

DESIGNATION

Chairperson
 Member
 Member

CHIEF FINANCIAL OFFICER

Shri Vivekanand Narayan Prabhu

COMPANY SECRETARY

Shri Subodhakanta Sahoo

BANKERS

Canara Bank,
 Balanagar Branch,
 Hyderabad-500 042

AUDITORS**STATUTORY AUDITOR**

M/s. VDNR & Associates
Chartered Accountants,
201, Dwarka Avenue, Dwarkapuri Colony,
Punjagutta, Hyderabad – 500 082.

SECRETARIAL AUDITOR

Mrs. Rakhi Agarwal
6-3-660, Flat 520, Block 4, Amrit Appartment,
Kapadia Lane, Somajiguda,
Hyderabad – 500 082.

INTERNAL AUDITORS

M/s. Vasanth Pai & Co.,
Chartered Accountants
410, Maheshwari Chambers,
Beside Medinova, Somajiguda,
Hyderabad- 500 082.

**REGISTRAR & TRANSFER AGENT
CIL SECURITIES LIMITED**

214, Raghavaratna, Towers,
Chiragali Lane, Abids Hyderabad, 500 001
Phone # +91-040-2320 2465
Email : advisors@cilsecurities.com
Website : www.cilsecurities.com

**FACTORY**

Doulatabad, Hathnoora Mandal,
Sangareddy District,
Telangana – 502 296.

REGISTERED OFFICE:**LOTUS CHOCOLATE COMPANY LIMITED**

CIN NO:L15200TG1988PLC009111
8-2-596, 1st Floor, 1B,
Sumedha Estates, Avenue - 4,
Puzzalona Towers, St.No.1. Rd. No.10,
Banjara Hills, Hyderabad-500 034.

Ph. No. :91-40-3352707/08/09
Fax No. :91-40-23352710

Email : cs@lotuschocolate.com
Website : www.lotuschocolate.com

NOTICE OF 31ST ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the members of Lotus Chocolate Company Limited will be held on Monday the 30th November, 2020 at 09.00 A.M., through video conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility to transact the following businesses.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit & Loss for the year ended 31st March, 2020 along with the Auditors' Report, Board's Report & Corporate Governance Report thereon.
2. To appoint a Director in place of Shri. Ram Subramanya Ganpath, who retires by rotation and being eligible offers himself for re-appointment.

**By Order of the Board
For LOTUS CHOCOLATE COMPANY LIMITED**

Sd/-	Sd/-
P. Ananth Pai	G.S. Ram
DIRECTOR	WHOLE TIME DIRECTOR
DIN: 00048339	DIN: 02395478

Place : Hyderabad
Date : 03.11.2020

NOTES:

1. **In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("ACT"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA**

Circulars, the 31st AGM of the Company is being held through VC/OAVM.

2. Pursuant to the provisions of the Act, generally a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12 May 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.lotuschocolate.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CIL Securities Limited, at <https://www.cilsecurities.com>.
5. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13, to the RTA of the Company. Further, Members desirous of cancelling/varying nomination pursuant to rule 19 (9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to the RTA of the Company.
6. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of SEBI Listing Regulations, the Company is providing the facility to its Members holding shares in physical or dematerialised form as on the cut-off date, i.e. 23 November 2020, to exercise their

right to vote by electronic means on any or all of the agenda items specified in the accompanying Notice of AGM.

7. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a scan copy of share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card / Passport / Driving Licence / Election Identity Card to cs@lotuschocolate.com for registering email address.
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

8. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 24.11.2020 to 30.11.2020 (both days inclusive) for the purpose of annual closure.

10. The Company has appointed M/s CIL Securities Limited, Registrar and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.

11. Pursuant to the provisions of the circulars of MCA on the VC/OAVM, Members can attend the AGM through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.

12. The members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares

in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Registrar & Share Transfer Agent – CIL Securities Limited.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Non Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier

16. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice. Director seeking appointment/re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

17. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.

18. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

19. Voting through electronic means

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

- i) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines

- issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
 - iv) The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - v) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - vi) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 - vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.lotuschocolate.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 - viii) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- Instructions for shareholders for remote e-voting are as under:**
- (i) The voting period begins on Friday, November 27, 2020 at 9.00 a.m. and ends on Sunday, November 29, 2020 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or dematerialized form, as on the cut-off date (record date) of November 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com.
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "LOTUS CHOCOLATE COMPANY LIMITED" from the drop down menu and click on "SUBMIT"

- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Bank Details#	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Lotus Chocolate Company Limited.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the

Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self

attested scanned copy of Aadhar Card) by email to cs@lotuschocolate.com.

- ii) For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@lotuschocolate.com.
- iii) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

Instructions for shareholders attending the AGM through VC/OAVM are as under:

- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system.

Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials.

The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- ii) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@lotuschocolate.com.

vi) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account

number/folio number, email id, mobile number at cs@lotuschocolate.com. These queries will be replied to by the company suitably by email.

- vii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Instructions for shareholders for E-Voting during the AGM are as under:-

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv) Shareholders who have voted through Remote

e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

The Statutory Registers and documents in accordance with the Companies Act, 2013 will be available for inspection in electronic mode. The result of the voting shall be displayed on the Notice Board of the Company at its Registered Office and Corporate Office.

The result along with the Scrutiniser's Report shall also be placed on the website of the Company www.lotuschocolate.com and of CDSL. Members may also write to the Company Secretary in case of grievances connected with voting by electronic means at the mail id: cs@lotuschocolate.com.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

P. Ananth Pai

DIRECTOR

DIN No. 00048339

Sd/-

G. S. Ram

WHOLETIME DIRECTOR

DIN No. 02395478

Place: Hyderabad

Date: 03.11.2020

REGISTERED OFFICE

#8-2-596, 1st Floor, 1B, Sumedha Estate,
Avenue-4, Puzzolana Towers,
St.No.1, Road No.10, Banjara Hills,
Hyderabad-500 034 (TS)

BOARD'S REPORT

Dear Member(s),

Your Directors have pleasure in presenting the 31st Annual Report of your Company and the Audited Financial statements for the Financial Year ended on 31st March, 2020 together with Auditors' Report thereon.

FINANCIAL RESULTS:

The performance of the Company during the year has been as under:

Particulars	Year ended on 31.03.2020 (In Rupees)	Year ended on 31.03.2019 (In Rupees)
Revenue from Operations	69,88,80,365	65,68,58,287
Other Income	4,83,993	703,214
Less: Expenses	69,16,92,243	64,54,70,207
Profit/(Loss) before Taxation	76,72,115	1,20,91,294
Less: Tax Expense Current Tax Deferred Tax	(11,29,177)	(12,39,895)
Profit/Loss after Tax	88,01,292	1,33,31,189
Other comprehensive Income	4,78,918	(74,189)
Gain/loss on Foreign Exchange	-	-
Balance Profit/(Loss) C/F to the Next Year	92,80,210	1,32,57,000

During the year under review your company has achieved the total turnover of Rs. 69,88,80,365 /- as compared to Turnover of Rs. 65,68,58,287/- during the last financial year i.e. around 6% increase in turnover as against last Financial Year, registering a total profit of Rs. 92,80,210 /- as compared to the profit amounting to Rs. 1,32,57,000/- in previous year.

TRANSFER TO RESERVES:

The profit registered in the Financial Year 2019-20, amounting to Rs. 92,80,210/- has been transferred to General Reserve.

FIXED DEPOSITS:

The Company has not accepted or invited any Deposits and consequently no deposit has matured / become due for re-payment as on 31st March 2020.

DIRECTORS:

Shri Ram Subramanya Ganpath, Whole time director of the company will retire by rotation at the ensuing 31st Annual General Meeting and being eligible, offers himself for re-appointment, as mentioned in Item 2 of Notice annexed to this Report.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

DIVIDEND:

The Board of Directors of your company have not recommended any dividend for the financial year 2019-20.

COVID-19 IMPACT ASSESSMENT:

The Coronavirus (Covid-19) pandemic continues to spread rapidly across the globe including India. The outbreak was identified in China and on March 11, 2020, the Covid-19 outbreak was declared a global pandemic by the World Health Organization. Covid-19 has taken its toll on not just human life, but business and financial markets too. Various governments have introduced a variety of measures to contain the spread of the virus. The Indian government had announced countrywide lockdown and in this nation-wide lock-down period, though all the services across the nation were suspended (except the specified essential services), some establishments including securities market intermediaries could operate and were exempted from the lock-down.

The management has, at the time of approving the financial statements, assessed the potential impact of the Covid-19 on the Company. Barring any future Covid-19 related escalations, based on the current assessment, the management is of the view that impact of Covid-19 on the operations of the Company and the carrying value of its assets and liabilities is not likely to be material.

SECRETARIAL STANDARDS:

The Directors and senior management state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by the Company.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel and Senior Management of the Company. An extract from the Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

During the financial year 5(Five) Board Meetings and 5(Five) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SHARE CAPITAL

As at March 31, 2020, the paid-up Equity Share Capital of the Company stood at Rs. 12,84,10,490/- consisting of 1,28,41,049 Equity Shares of Rs.10/- each. The Company has 73,96,600 10% Redeemable Cumulative Preference Shares of Rs.10/- each outstanding as on March 31, 2020.

RELATED PARTY TRANSACTIONS

During the year under review, your Company has entered into transactions with related parties, the details of said transactions are provided in Notes to the Audited Accounts for the year 2019-20 as appended to this report.

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no such transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and also the Board for approval, where ever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

The particulars of contracts and arrangements with related parties for the year 2019-20, in Form AOC-2 is annexed as "Annexure-I" to this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

There are no significant and material orders passed by the Regulators/ Courts that would impact the going concern status of the Company and its future operations.

On 19th July, 2019 Hon'ble National Company Law Tribunal(NCLT), Hyderabad Bench, approved the Petition filed by the company and passed the order to issue and allot fresh 73,96,600-10% Redeemable Cumulative Preference Shares of Rs. 10/- each, for a redemption period of 10 Years in lieu of old 10% Redeemable Cumulative Preference Shares due for redemption on 10.08.2018, on the same term as per earlier issue.

STATUTORY AUDITORS

M/s. VDNR & Associates, Statutory Auditors of the Company was appointed in 28th Annual General Meeting of the Company for a period of Five years i.e. from the conclusion of 28th Annual General Meeting till the conclusion of 32nd Annual General Meeting to be held in the year 2022. In accordance with section 40 of the Companies Amendment Act, 2017, which omits the requirement of ratification of Appointment of Statutory Auditors in every subsequent Annual General Meeting, as stipulated under section 139 of the Companies Act, 2013. Therefore, M/s. VDNR & Associates, Chartered Accountants (Firm Regn No: 011251S) will continue to be the Statutory Auditors of the Company.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Rakhi Agarwal, Company Secretary in Whole Time Practice to undertake the Secretarial Audit of the Company for the Financial Year 2019-20. The Secretarial Audit Report in form MR-3, is annexed to this report as "Annexure-II".

The Secretarial Audit Report does not contain any qualifications, reservation or adverse remarks.

INTERNAL AUDITORS

M/s. Vasanth Pai & Co., Chartered Accountants, Hyderabad performs the duties of internal auditors of the Company and their report is reviewed by the Audit Committee from time to time.

ISO 9001:22000 CERTIFICATION

Your Company continues to hold ISO 9001-2008 Certification by meeting all the requirements of Certification from time to time.

FSSC CERTIFICATION

Your company's manufacturing factory located at Nastipur Village, Hathnoora Mandal, Sangareddy

District, has been certified to the version of FSSC 22000:2010 (Food Safety Standard Certification by TUV NORD). This Certification indicates our commitment in a sustainable manner, in meeting global quality, environment, health and safety standards. This is a milestone in our quest for quality.

HALAL CERTIFICATION: HIW22490213

During the year under review your company is certified as Halal Certified Company, after meeting with all the audits and/or Standards as required under the Halal Certification process and Shariah (Islamic) Board Guidelines, it indicates that the Manufacturing process of the products of our company contains permitted ingredients, therefore is lawful for Muslim consumption as well.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under SEBI (LODR) Regulations, 2015 with the stock exchanges, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE:

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance enunciated in Regulation 27(2) of the SEBI Listing Regulations, 2015 with the Stock Exchanges.

A separate report on Corporate Governance practices followed by the Company together with a Certificate from the Auditors confirming compliances forms an integral part of this Report.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return as per the provisions of Section 92 of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 in Form MGT-9 is enclosed as Annexure -V to this Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems,

accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Board of your company has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively. Your company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

RISK MANAGEMENT

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management policy/plan for the Company and ensuring its effectiveness. The Risk Management Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

HUMAN RESOURCES

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the Annexure- IV forming part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) That in the preparation of the accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the Financial Year and of the Profit of the Company for the year under review;
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors have prepared the accounts for the financial year ended 31st March, 2020 on a 'going concern' basis;
- e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and

- f) That devised proper systems to ensure compliance with the provisions of all applicable laws in place and were adequate and operating effectively.

DISCLOSURES AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the Financial Year 2019-20, the Company received no complaints on sexual harassment.

CERTIFICATE BY PRACTICING COMPANY SECRETARY

The Company has received certificate from Mrs. Rakhi Agarwal, Practising Company Secretaries, confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate of Affairs or any such authority. The said Certificate is annexed to this report.

DECLARATION AS REQUIRED UNDER REGULATION 34(3) AND SCHEDULE V OF THE LISTING REGULATIONS

All Directors and senior management personnel of the Company have affirmed compliance with Company's Code of Business Conduct for the financial year ended 31st March, 2020.

COMPLIANCE WITH MANDATORY REQUIREMENTS

Your Company has complied with all the mandatory corporate governance requirements under the Listing Regulations, 2015 and the applicable amendments thereof. Your Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations, 2015.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF REMUNERATION

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; celling

Name of the Director	Ratio to Median Remuneration
Shri Subramanya Ram Ganapath, (WTD)	3.51:1
Shri Dilip Mangesh Kalelkar, (WTD)	2.12:1

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of Person	% increase in remuneration
Shri Subramanya Ram Ganapath, (WTD)	NIL
Shri Dilip Mangesh Kalelkar(WTD)	NIL
Mr. Subodhakanta Sahoo(CS)	NIL
Shri Vivekanand Narayan Prabhu(CFO)	NIL

- (iii) The percentage increase in the median remuneration of employees in the financial year is NIL.
- (iv) The number of permanent employees on the rolls of company is 64.
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

There were no average increase in salaries of employees.

Percentage increase in the managerial remuneration for the year is - Nil

- (vi) Affirmation that the remuneration is as per the remuneration policy of the company - Yes.

Your Directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry, despite increased competition from several existing and new players.

CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

ACKNOWLEDGEMENTS:

The Board desires to place on record its sincere appreciation for the support and co-operation that the Company received from the suppliers, customers, strategic partners, Bankers, Auditors, Registrar and Transfer Agents and all others associated with the Company. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be the Company's endeavor to build and nurture strong links with trade based on mutuality, respect and co-operation with each other.

For and on behalf of the Board For LOTUS CHOCOLATE COMPANY LIMITED

Sd/-

P. Ananth Pai

DIRECTOR

DIN: 00048339

Place : Hyderabad

Date : 03.11.2020

Sd/-

G.S. Ram

WHOLE TIME DIRECTOR

DIN: 02395478

Annexures to Board's Report

Annexure No.	Content
I.	Form AOC-2- Particulars of contracts and arrangements with related parties
II.	Form MR-3 – Secretarial Audit report
III.	Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo
IV.	Report on Corporate Governance
V	Extract of Annual Return

ANNEXURE-I**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

No transactions.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or Transactions including the value, if any:	Date(s) of approval by the Board, If any:	Amount paid as advances, if any:
1	Soubhagya Confectionery (P) Ltd.	Sales of Goods	Yearly basis	Purchase/sales	29.05.2019	NIL
		Purchase of Goods	Yearly basis			

For and on behalf of the Board
For LOTUS CHOCOLATE COMPANY LIMITED

Sd/-

P. Ananth Pai

DIRECTOR

DIN: 00048339

Place : Hyderabad

Date : 03.11.2020

Sd/-

G.S. Ram

WHOLE TIME DIRECTOR

DIN: 02395478

ANNEXURE-II

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
LOTUS CHOCOLATE COMPANY LIMITED.

I have conducted the secretarial audit of the compliance of applicable statutory provisions of the Act, Rules and Regulations as mentioned below and the adherence to good corporate practices by Lotus Chocolate Company Limited (herein after called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification on the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and other authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2020 (Audit Period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 ("Audit Period") according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there-under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi) The Listing Agreements entered into by the Company with Stock Exchange(s),
- vii) I have also examined compliance with the applicable clauses of the following:
 - (a) The Listing Agreement entered into by the Company with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (b) Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Board and General Meetings of the Company

I, further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
- (b) Adequate Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.
- (c) It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers and agents, we report that the Company has complied with the provisions of the Act, the Rules made there under and the Memorandum and Articles of Association of the Company with regard to:

- a. maintenance of various statutory registers and documents and making necessary entries therein;
- b. closure of Register of Members;
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities;
- d. service of documents by the Company on its Members, Debenture holders, Stock Exchanges, Auditors and the Registrar of Companies;
- e. notice of Board and various Committee meetings of Directors;
- f. meetings of Directors and all the Committees of Directors and passing of circular resolutions;
- g. notice and convening of Annual General Meeting held on 30th September, 2019.
- h. minutes of the proceedings of the Board Meetings, Committee Meetings and General Meetings;
- i. approvals of the Board of Directors, Committee of Directors, Members and government authorities, wherever required;
- j. constitution of the Board of Directors, Committees of Directors and appointment, retirement and reappointment of Directors including Managing Directors and Executive Directors;
- k. payment of remuneration to Directors, Managing Director and Executive Directors;
- l. appointment and remuneration of Statutory Auditors and Cost Auditors;
- m. transfer and transmission of the Company's shares, issue and allotment of shares and issue and delivery of certificates of shares;
- n. borrowings and registration of charges;
- o. report of the Board of Directors;
- p. generally, all other applicable provisions of the Act and the Rules thereunder.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the specific industry related laws as applicable specifically:

- (a) Customs Act, 1962 and the rules made thereunder as applicable;
- (b) Central Excise Act, 1944 and the rules made thereunder as applicable.
- (c) Rule 3(4) A.P. Shops and Establishment Rule, 1990.
- (d) Labour Act, 1970 or Labour Act, 2015 and rule made thereunder applicable
- (e) A.P. Tax on Professional, Trades Calling and Employment, 1987 and the rules made thereunder as applicable.
- (f) Employees Provident Fund Scheme, 1952 and the rules made thereunder as applicable.
- (g) Employee Pension Scheme, 1995 and the rules made thereunder as applicable.
- (h) Employees Deposit Linked Insurance Scheme, 1976 and the rules made thereunder as applicable.
- (i) Industrial Dispute Act, 1947 and the rules made thereunder as applicable.
- (j) Factories Act, 1948 and its other related acts, and the rules made thereunder as applicable.
- (k) Payment of Gratuity Act, 1972 and the rules made thereunder as applicable.
- (l) Food Safety and Standards Act, 2006, rules and regulations thereunder.
- (m) Legal Metrology Act, 2009 rules and regulations thereunder
- (n) Bureau of Indian Standards (BIS) Act, 1986.

I further report that during the audit period there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

We have relied on the information supplied and representation made by the company and its officers, agents, for systems and mechanism followed by the company for compliance under the applicable Acts, Laws and Regulations to the Company.

Sd/-

RAKHI AGARWAL

COMPANY SECRETARY

FCS NO.7047

CP NO.6270

UDIN:F007047B001054093

Place : Hyderabad

Date : 03.11.2020

To,
The Members,
LOTUS CHOCOLATE COMPANY LIMITED,
H.No.8-2-596,1st Fl, 1B, Sumedha Estates,
Avenue-4, Puzzolana Towers, Street No.1,
Road.10, Banjara Hills,
Hyderabad- 500 034(TG)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

RAKHI AGARWAL

COMPANY SECRETARY

FCS NO.7047

CP NO.6270

UDIN:F007047B001054093

Place : Hyderabad

Date : 03.11.2020

ANNEXURE-III

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY,
TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**
(Information Under Section 134(3)(m) of The Companies Act, 2013, Read with
Rules 8(3) of the Companies (Accounts) Rules, 2014)

FORM- A**1. CONSERVATION OF ENERGY:**

The Company has a well-structured energy management system in place and regular efforts are made to optimize process parameters and conserve energy. Additionally, the Company has also installed the energy saving devices such as CFL Lamps and LED Lamps, Power Capacitors, Steam Condensate Recovery, Street Lighting Timer, Water Level Controller.

The total energy consumption & energy consumption per unit of production is as follows-

S. No.	PARTICULARS	Year ended 31 st March, 2020	Year ended 31 st March, 2019
A.	Power & fuel consumption in respect of		
1.	Electricity		
a.	Purchased :		
	Units (Kwh)	13,67,840	14,41,720
	Total (₹)	1,12,16,288	1,17,77,806
	Rate per unit (₹)	8.20	8.17
b.	Own Generation :		
	Through Diesel Generator		
	Units (Kwh)	89,710	67,620
	Units per Liter of Diesel Oil	2.61	2.39
	Cost per Unit (₹)	27.72	34.24
2.	Furnace Oil/LSHS/LDO/HSD		
	Qty (Lts)		
	Total Amount (₹)		
	Average (₹/ltr)		
3.	Wood/Coal		
	Qty (Kgs.)	4,34,925	5,07,155
	Total Amount (₹)	28,00,917	29,38,026
	Average (₹/Kgs.)	6.44	5.79
B.	Consumption per unit of production		
	Cocoa & Chocolate products (tonnes)		
i.	Electricity (KWH/Tonnes)		
	- Cocoa	326	323
	- Chocolate		6,59,797
ii.	Furnace Oil/LSHS/LDO		
	HSD (KL/Tonne)		
	- Cocoa	NIL	NIL
	- Chocolate	NIL	NIL
iii.	Wood/coal (KG/MT)		
	- Cocoa	140	181
	- Chocolate	129	155

2. TECHNOLOGY ABSORPTION: Efforts made in technology absorption as per Form-B**FORM- B**

(Disclosure of particulars with respect to Technology Absorption)

A. Research and Development (R & D) :

Specific areas in which R & D is carried out by the Company	Tailor made recipes
Benefits derived as a result of the above R & D	Retaining the esteemed customers within its fold and increased capacity
Expenditure on R & D	NIL

B. Technology absorption, adaptation and innovation: NIL**3. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year the total Foreign Exchange is Rs. 555.11/- Lakhs only.

For and on behalf of the Board**For LOTUS CHOCOLATE COMPANY LIMITED**

Sd/-

P. Ananth Pai

DIRECTOR

DIN: 00048339

Place : Hyderabad

Date : 03.11.2020

Sd/-

G.S. Ram

WHOLE TIME DIRECTOR

DIN: 02395478



REPORT ON CORPORATE GOVERNANCE**1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Lotus Chocolate Company Limited to set the highest standards of Corporate Governance right from its inception benchmarked with the best class practices across the globe. Effective Corporate Governance is the manifestation of professional beliefs and values, which configures the organizational values, credo and actions of its employees. The aim of "Good Corporate Governance" is to ensure commitment of the board in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and all other partners. It integrates all the participants involved in a process, which is economic, and at the same time social.

Hence it harmonizes the need for a company to strike a balance at all times between the need to enhance shareholders' wealth whilst not in any way being detrimental to the interests of the other stakeholders in the company.

2. BOARD OF DIRECTORS:**a) Composition and Category of Directors:**

In terms of compliance with the requirement of Regulation 17 of SEBI (LODR) Regulations, 2015, the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As on 31st March, 2020, the Board consist of the following:

- 3 (Three) Non-executive Independent Directors;
- 2 (Two) Whole Time Directors;
- 2(Two) Non-Executive Non-Independent Directors;
- 1(One) Women Director.

b) Attendance of each director at the Board meetings and the last Annual General Meeting:

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31.03.2020 has been set out here below:

Sl. No.	Name of the Director	Category	Board Meetings attended	Attendance at last AGM on 30.09.2019
1.	P.Prakash Pai	Director	5	Yes
2.	P. Ananth Pai	Director	5	Yes
3.	Subramanya Ram Ganapath	Whole time director	5	Yes
4.	Gottemukkala Venkatapathi Raju	Independent Director	5	Yes
5.	Ashwini Pai	Director	5	Yes
6.	Bharathan Rajagopalan Thatai	Independent Director	5	Yes
7.	Dilip Mangesh Kalelkar	Whole time Director	5	Yes
8.	A.Surya Prakash Reddy	Independent Director	5	Yes

c) Number of other Directorships, Committee Membership(s) & Chairmanship(s)

Sl. No.	Name of the Director	Other Directorships	Committee Membership	Committee Chairmanship
1	Shri Dilip Mangesh Kalekar	0	0	0
2	Shri Subramanya Ram Ganapath	0	0	0
3	Shri P. Ananth Pai	5	4	0
4	Shri P. Prakash Pai	5	3	2
5	Smt Ashwini Pai	2	0	0
6	Shri Gottemukkala Venkatapathi Raju	0	0	0
7	Shri Bharathan Rajagopalan Thatai	0	0	0
8	Shri A. Surya Prakash Reddy	0	0	0

d) Number of Board Meetings held and the date on which held:

In terms of compliance with the requirement of SEBI (LODR) Regulations, 2015, 5(Five) Board Meetings were held during the financial year ended 31.03.2020. The maximum gap between any two Board Meetings was not more than 120 days at any time.

The dates on which the Board meetings were duly convened and held are 01.04.2019, 29.05.2019, 14.08.2019, 14.11.2019, 12.02.2020.

e) Shares held by Non-Executive Directors

The number of equity shares held by Non-Executive Directors, as on 31.03.2020 are as follows:

Sl.No.	Name of the Director	No of Equity Shares
1	Shri P. Prakash Pai	3659272
2	Shri P. Ananth Pai	3659272
3	Shri Gottemukkala Venkatapathi Raju	120000
4	Shri Bharathan Rajgopalan Thatai	-
5	Shri Admala Surya Prakash Reddy	14346
6	Smt Ashwini Pai	327139

f) Familiarisation programmes imparted to independent directors:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. During the year 2019-20, Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. Independent Directors have been taken through various aspects of Business and operations. The framework on familiarisation programme has been posted in the website of the Company. The details of familiarization program is available on the website: lotuschocolate.com/pdf/corporate-governance/policies/Familiarisation-Programme-for-ID.pdf

g) The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board:

- Knowledge - understand the Company's business, policies, and culture (including its mission, vision, Values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
- Behavioural Skills - attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders.
- Strategic thinking and decision making
- Financial Skills
- Technical/Professional skills and specialized knowledge to assist the ongoing aspects of the Business.

h) Confirmation from the Board:

The Board of Directors be and hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

- i) No Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the financial year ended 31st March, 2020.

BOARD COMMITTEES:

Details of the Board Committees and other related information are provided hereunder:

3. AUDIT COMMITTEE:

(i) Brief description of terms of reference:

The terms of reference stipulated by the Board to the Audit Committee includes review of the following:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by Management;
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
4. Internal Audit Reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
6. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
7. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit fees.
8. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
9. The annual financial statements before submission to the Board for approval, with particular reference to following with the Management:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (3C) of Section 134 of the Companies Act, 2013
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.

- iii. Major accounting entries involving estimates based on the exercise of judgment by Management
 - iv. Significant adjustments made in the financial statements arising out of Audit findings
 - v. Compliance with listing and other legal requirements relating to financial statements
 - vi. Disclosure of any related party transactions
 - vii. Qualifications in the draft Audit Report.
10. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
 11. Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
 12. Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 13. Discussion with Internal Auditors any significant findings and follow up there on.
 14. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 15. Discussion with Statutory Auditors before the Audit commences, about the nature and scope of Audit as well as post-Audit discussion to ascertain any area of concern.
 16. To review the functioning of the Whistle Blower Mechanism.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

(i) Composition:

The Company's Audit Committee comprises of the following Directors:

Sl.No	Name of Director	Designation
1	Shri Bharathan Rajagopalan Thatai	Chairperson
2	Shri P. Ananth Pai	Member
3	Shri Gottemukkala Venkatapathi Raju	Member
4	Shri Admala Surya Prakash Reddy	Member

The Company continued to derive immense benefit from the deliberation of the Audit Committee comprising of three Non-Executive Independent Directors and one Non-Executive Non Independent Directors. As Shri Bharathan Rajagopalan Thatai, who is heading the Audit Committee as Chairman having rich experience and professional knowledge in Finance, Accounts and Company Law, the members always added the value for the Company. Minutes of each Audit Committee are placed before the Board and discussed in the meeting.

(iii) Meeting and attendance during the year:

In terms of compliance with the requirement of Regulation 18 of SEBI (LODR) Regulations, 2015 the Audit Committee met Five (5) times during the financial year as follows:

S. No	Date	Committee Strength	No. Of Members Present
1	01.04.2019	4	4
2	29.05.2019	4	4
3	14.08.2019	4	4
4	14.11.2019	4	4
5	12.02.2020	4	4

No. Of Meetings Attended:

Sl. No	Name of Director	No. of Meetings Attended
1	Shri Bharathan Rajagopalan Thatai	5
2	Shri P. Ananth Pai	5
3	Shri Gottemukkala Venkatapathi Raju	5
4	Shri Admala Surya Prakash Reddy	5

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. The Chairman of the Audit Committee has attended the Annual General Meeting to answer the queries raised by the Shareholders regarding Audit and Accounts.

4. NOMINATION & REMUNERATION COMMITTEE:**(i) Brief description:**

The Nomination and Remuneration Committee of the Board identifies persons qualified to become Directors and formulates criteria for evaluation of the Directors and the Board. The Committee's role also includes recommending to the Board the appointment, remuneration and removal of Directors and managers one level below Director.

(ii) Composition:

The Nomination & Remuneration Committee presently comprises of following:

Sl.No	Name of Director	Designation
1.	Shri Gottemukkala Venkatapathi Raju	Chairperson
2.	Shri Bharathan Rajagopalan Thatai	Member
3.	Shri P. Prakash Pai	Member
4.	Shri P. Ananth Pai	Member

(iii) Attendance during the year:

During the financial year ended on 31st March, 2020, two meetings of the Nomination & Remuneration Committee were held, as follows:

S. No	Date	Committee Strength	No. of Members Present
1.	21.09.2019	4	4
2.	14.11.2019	4	4

No. Of Meetings Attended:

Sl. No	Name of Director	No. Of Meetings Attended
1.	Shri Bharathan Rajagopalan Thatai	2
2.	Shri P. Prakash Pai	2
3.	Shri P. Ananth Pai	2
4.	Shri Gottemukkala Venkatapathi Raju	2

REMUNERATION POLICY:

The nomination and remuneration policy aims at attracting and retaining high calibre talent. The remuneration policy, therefore, is market-led and takes into account the competitive circumstance of each business so as to attract and retain quality talent and leverage performance significantly. The Nomination and Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. The extract of the same is as follows:

a) Remuneration to Executive Director and KMP:

Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.

b) Remuneration to Non-Executive Directors:

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof.

(i) Details of Remuneration of Non – Executive Directors:

The Company does not pay Sitting fees to the Non-executive Directors.

(ii) Pecuniary relationship or transactions of Non-Executive Director:

The Non-Executive Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters or its Management, which in the opinion of the Board may affect independence of judgment of such Directors.

(iii) Details of Remuneration to Executive Directors:

Name of Director	Salary	HRA	Commission	Perks	Total
Shri Subramanya Ram Ganapath, WTD	7,45,800	--	--	--	7,45,800
Shri Dilip Mangesh Kalelkar, WTD	4,50,000	--	--	--	4,50,000
TOTAL	11,95,800	--	--	--	11,95,800

FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/ internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The framework on familiarisation programme has been posted in the website of the Company.

CODE OF CONDUCT:

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website.

INDEPENDENT DIRECTORS' MEETING:

During the year, meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board, in accordance with the listing regulation, 2015.

PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**(i) Brief description of terms of reference:**

The Stakeholders Relationship Committee oversees redressal of shareholder and investor grievances and, inter alia, approves transmission of shares, sub-division / consolidation / renewal / issue of duplicate share certificates/ complaints regarding non-receipt of Dividends, Annual Reports, etc.

(ii) Composition:

Sl.No.	Name of Director	Designation
1.	Shri P. Prakash Pai	Chairman
2.	Shri P. Ananth Pai	Member
3.	Shri Gottemukkala Venkatapathi Raju	Member
4.	Shri Subramanya Ram Ganapath	Member

Status of Investor Complaints for the Financial Year

Nature of Complaint	Received	Resolved
Non-receipt of Share Certificates sent for transfer	Nil	Nil
Non-receipt of Dividend Warrants	Nil	Nil
Any other complaints (Change of address)	Nil	Nil
There are no outstanding complaints as on 31.03.2020.		

6. RISK MANAGEMENT COMMITTEE:

The Company has constituted a Risk Management Committee which has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Board of Directors review these procedures periodically.

7. GENERAL BODY MEETINGS:**i) Location and time for the last 3 years General Meetings were:**

Year	Locations	Date	Time
2018-2019	Lions Bhavan, Near Paradise Circle, Secunderabad.	30th September, 2019	10.00 A.M.
2017-2018	Lions Bhavan, Near Paradise Circle, Secunderabad.	27th September, 2018	10.00 A.M.
2016-2017	Lions Bhavan, Near Paradise Circle, Secunderabad.	27th September, 2017	10.00 A.M.

ii. Whether any special resolutions passed in the previous 3 AGMs

2018-19: In the AGM held on 30th September, 2019 the company has passed 01 Special resolutions

2017-18: In the AGM held on 27th September, 2018 the company has passed 03 Special resolutions.

2016-17: In the AGM held on 27th September, 2017 the company has passed no Special resolutions.

ii) Postal Ballot passed in last year i.e., 2018-19:

During the year 2018-19 no resolutions has passed through Postal Ballot as per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

9. DISCLOSURES:

- (i) Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

- (ii) **Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None.**

(iii) Whistle Blower policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015 the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, www.lotuschocolate.com

(iv) Non Mandatory Requirements:

Adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015 is being reviewed by the Board from time to time.

10. CEO/ CFO CERTIFICATION:-

As required by Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the CEO and CFO certification is annexed to this Corporate Governance Report as "Annexure- II".

11. MEANS OF COMMUNICATION:

i. Financial / Quarterly Results:

The Company intimates un-audited as well as audited financial results to the Stock Exchanges, immediately after the Board meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in Financial Express (English) and Nava Telangana (Telugu). The financial results are also displayed on the Company's website www.lotuschocolate.com

ii. Newspapers Publication

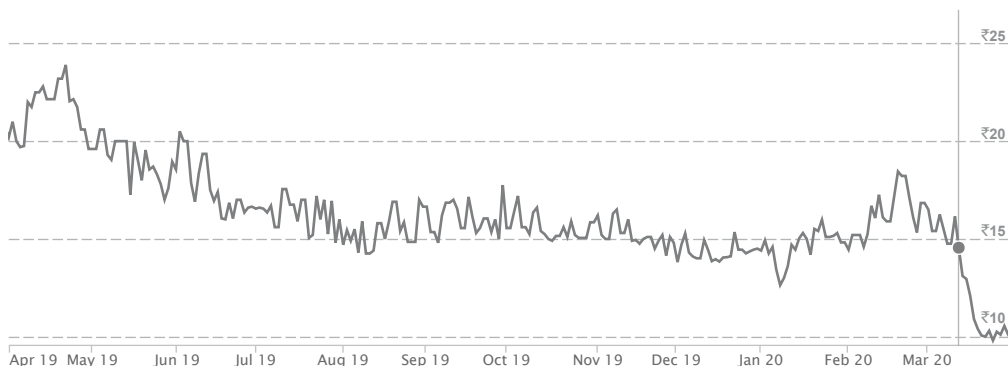
The official news releases are published in Financial Express (English) and Nav Telangana (Telugu) Detailed presentations made to institutional investors, financial analyst, etc. are displayed on the Company's website www.lotuschocolate.com.

iii. Website:

The website www.lotuschocolate.com contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc. is also available in the 'Investor Relations' sections on the website of the Company.

12. MARKET PERFORMANCE COMPARISON:

The graph of price fluctuation during the Financial Year 2019-20 is outlined below:

**Annexures to the Corporate Governance Report**

Annexure No.	Content
I.	Declaration for Compliance of Code of Conduct by Board.
II.	CEO/ CFO Certification

ANNEXURE-I**DECLARATION FOR COMPLIANCE OF CODE OF CONDUCT BY BOARD**

To,
The Board of Directors
 Lotus Chocolate Company Limited
 Hyderabad-500 034

Dear Sir,

Sub: Affirmation of compliance with the Code of Conduct for Board and Senior Management.

I, Subramanya Ram Ganapath, Whole time Director of Lotus Chocolate Company Limited, do hereby confirm that the company has obtained from all the members of the Board and senior management personnel, affirmation that they have complied with the Code of Conduct in accordance with Regulation 17(5)(a) & (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the Financial Year 2019-20.

Sd/-

Subramanya Ram Ganapath

Whole time Director

DIN: 02395478

Place : Hyderabad
 Date : 03.11.2020

ANNEXURE- II**CEO/ CFO CERTIFICATION**

To,
The Board of Directors
Lotus Chocolate Company Limited
Hyderabad-500 034

Dear Members of the Board,

I, Vivekanand Narayan Prabhu, Chief Financial Officer of Lotus Chocolate Company limited, to the best of my knowledge and belief, certify that:

1. I have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/ or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. I am responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and I have :
 - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles (GAAP) in India.
 - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
6. I have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board:
 - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
 - b. Any significant changes in internal controls during the year covered by this report.
 - c. All significant changes in accounting policies during the year have been disclosed in the notes to the financial statements.
 - d. Any instances of significant fraud of which I am aware, that involve the Management or other employees who have a significant role in the Company's internal control system.

7. I affirm that we have not denied any personnel access to the audit committee of the Company.
8. I further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Sd/-

Vivekanand Narayan Prabhu

Chief Financial Officer

Place : Hyderabad

Date : 03.11.2020

Certificate under Schedule-V(C)(10)(i) of SEBI (Listing Obligations and Disclosure Requirements), 2015

To
The Members,
Lotus Chocolate Company Limited,
Hyderabad.

I, Rakhi Agarwal, Practicing Company Secretary, have examined the Company and Registrar of Companies records, books and papers of Lotus Chocolate Company Limited (CIN: L15200TG1988PLC009111) having its Registered Office at 8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4 IVRCL Towers, Street No.1, Rd.10, Banjara Hills, Hyderabad- 500034 IN (TG) (the Company) as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable rules and regulations made thereunder for the Financial Year ended on March 31, 2020.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations and representation furnished to us by the Company and its officers, we certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority as on 31st March, 2020:

Sl. No.	Name of Director	Designation	DIN No
1	Shri Ananth Pai Peraje	Non-Executive Non Independent Director	00048339
2	Shri Prakash Pai Peraje	Non-Executive Non Independent Director	00202327
3	Shri Ram Subramanya Ganpath	Whole Time Director	02395478
4	Smt Ashwini Pai	Women Director	02395485
5	Shri Venkatapathi Raju Gottemukkala	Non-Executive Independent Director	02435073
6	Shri Bharathan Rajagopalan Thatai	Non-Executive Independent Director	02464132
7	Shri Dilip Mangesh Kalelkar	Whole Time Director	02545803
8	Shri Admala Surya Prakash Reddy	Non-Executive Independent Director	07567290

Sd/-

Rakhi Agarwal

Company Secretary in Practice

FCS No.7047

CP No.6270

UDIN NO.: F007047B001054049

Place: Hyderabad

Date: 03.11.2020

**CERTIFICATE ON COMPLIANCE WITH THE PROVISIONS
OF CORPORATE GOVERNANCE**

I have examined the compliance of conditions of corporate governance, by LOTUS CHOCOLATE COMPANY LIMITED, for the year ended 31.03.2020 as stipulated in Regulation 27(2) of (Listing Obligations & Disclosure Requirements) of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither audit nor an expression of opinion on the financial statement of the Company.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

I, state that as the records maintained, no investor grievances against the Company are pending for a period exceeding one month before Shareholders/Investors Grievance Committee.

I further, state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

Rakhi Agarwal

Company Secretary in Practice

FCS No.7047

CP No.6270

UDIN NO. F007047B001054126

Place: Hyderabad

Date: 03.11.2020



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of Lotus Chocolate Company Limited

Independent Auditor's certificate on Compliance of Corporate Governance Report

Lotus Chocolate Company Limited ('the Company') requires Independent auditor's certificate on corporate governance as per Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period 1 April 2019 to 31 March 2020.

Managements' Responsibility

The preparation of the Corporate Governance report is the responsibility of the management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company compliance with the requirements as stipulated in regulation 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March 2020. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to state whether the Company has complied with the above said compliances of the conditions of the Corporate Governance for the period 1 April 2019 to 31 March 2020.

We have examined the compliance of the conditions of Corporate Governance by the Company for the period 1 April 2019 to 31 March 2020 as per Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the Guidance Note on Audit Reports or Certificates issued for Special Purposes, Guidance note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India {"the ICAI"} and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of the Schedule V of the Listing Regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on Use

This certificate is issued solely for the purpose of complying with regulation 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March

2020 and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for VDNR & Associates
Chartered Accountants
FRN - 011251S

Sd/-
Venkateswara Reddy D
Partner

Place: Hyderabad
Date: June 26, 2020

M No. 028488
ICAI UDIN: 20028488AAAAABQ1319

13. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	Date	: 30 th November, 2020
	Time	: 09.00 A.M.
	Through video conferencing ("VC")/ Other Audio Visual Means ("OAVM")	
Financial Calendar	1 st April 2019 to 31 st March 2020	
Date of Book Closure	24 th November, 2020 - 30 th November, 2020	
Cut-off date for remote e-voting	The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Monday, 23 rd November, 2020.	
Listing on Stock Exchanges	BSE Ltd	
Stock Code	523475	
ISIN Number for NSDL & CDSL	INE027D01011	

i. Registrar and Transfer Agents

Share Transfers & Communication regarding Share Certificates, Dividends & Change of Address may be sent to

CIL SECURITIES LIMITED

214, Raghava Ratna Tower, Chirag Ali Lane, Chirag Ali Lane,
Hyderabad, Telangana 500001
Phone # +91-040-2320 2465
advisors@cilsecurities.com
www.cilsecurities.com

ii. Share Transfer System

The Transfer of shares in physical form is processed and completed by Registrar & Transfer Agents within a maximum period of 30 days from the date of receipt, provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Agreement with the Stock Exchanges, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

However as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

iii. Reconciliation of share Capital Audit:

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed

capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in the physical mode.

iv. Shareholding Pattern as on 31st March, 2020:

As mentioned in Form MGT-9 annexed to this Report.

v. Dematerialisation of Shares & Liquidity

The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL.

vi. Plant Locations:

Doulatabad, Hathnoora Mandal, Sangareddy District- 502296 (TG)

vii. Address for correspondence

Sl.No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation/Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	CIL SECURITIES LIMITED 214, Raghava Ratna Tower, Chirag Ali Lane, Chirag Ali Lane, Hyderabad, Telangana 500001 Phone # +91-040-2320 2465 Email ID: advisors@cilsecurities.com Website: www.cilsecurities.com
2.	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend, Warrants, Sub-Division, etc.	Mr. Subodhakanta Sahoo Company Secretary and Compliance Officer 8-2-596, 1 st Floor, 1B, Sumedha Estates, Avenue-4, Puzzolana Towers, Street No. 1, Road No. 10, Banjara hills, Hyderabad Telangana – 500034 E-mail: cs@lotuschocolate.com Website: www.lotuschocolate.com Phone No.: 040-2352707/08 Fax no.: 040-2352710

14. Depository Services:

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Ltd	Central Depository Services (India) Ltd
Trade World, 4 th Floor,	A-Wing, 25th floor, Marathon Futurex, Mafatlal Mill Compounds,
Kamala Mills Compound,	NM Joshi Marg, Lower Parel,
Lower Parel, Mumbai – 400 013	Mumbai- 400 013 (MH)
Tel : 091-022-24972964-70	Tel : 022-23023333
Fax : 091-022-24972993 / 24976351	Fax: 022-23002043
Email :info@nsdl.co.in.	Email : investors@cdslindia.com

15. OTHER DISCLOSURES

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

During the financial year ended 31st March, 2020, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to financial statements.

- (b) **Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;** None.

- (c) **Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, www.lotuschocolate.com. During the financial year under review, none of the Complaint has received.

- (d) **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;**

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

- (e) **Web link where policy on dealing with related party transactions;**

The policy on dealing with related party transactions is available on the website of the Company: <http://www.lotuschocolate.com/investor-relations.php>

- (f) **Disclosure of commodity price risks and commodity hedging activities:** Not applicable

- (g) **Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** Nil

- (h) **Certificate from Practicing Company Secretaries:**

The Company has received a certificate from Mrs. Rakhi Agarwal, Practising Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

- (i) **Instances of not accepting any recommendation of the Committee by the Board:**

There is no such instance where Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

- (j) **Fees to the Statutory Auditors of the Company:**

The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors of the Company are as below:

Particulars	Amount (Rs)
Fees paid for Statutory Audit for the FY 2019-20	195000
Fee for other services including reimbursement of expenses	20000

The Company has not availed any services from the network firm/network entity of which the Statutory Auditors is a part.

- (k) **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has in place a Policy on prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year, no complaint was received by the Company.

16. The Company Complied with the requirements of the Schedule V Corporate Governance report sub-para (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

17. Details of compliance with mandatory requirements and adoption of Discretionary Requirements:

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of Discretionary Requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

18. The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46(2) (b) to (i)	Website	Yes

19. Code of Conduct

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with covering all the Board members and all employees of the Company. An affirmation of compliance with the code is received from them on an annual basis.

20. CEO and CFO Certification.

In line with the requirements of Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Vivekanand Narayan Prabhu, Chief Finance Officer have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2020 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

21. Disclosure with respect to Demat suspense account/ unclaimed suspense account:

Pursuant to the SEBI Circular and Regulation 39 of the SEBI Listing Regulations, 2015, during the year under review, there are no outstanding shares in the demat suspense account.

22. Unclaimed Dividend:

Not Applicable

23. The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <http://www.lotuschocolate.com/investor-relations.php>**24.** The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <http://www.lotuschocolate.com/investor-relations.php>**25. Transfer of Shares to Investor Education and Protection Fund**

Not Applicable

26. Company's Policy on prevention of insider trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2016, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board and is also available on Company's Website.

The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

27. Particulars of Directors, who are retiring by rotation, seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2:

Name of Director	Shri. Ram Subramanya Ganpath
Date of Birth	05.08.1956
Date of Appointment	05.11.2008
Qualification	M.Sc (Food Technology)
Relationship between Directors inter-se	Nil
Expertise in specific functional areas	FMCG Industry
List of Other Companies in which Directorship is held as on 31st March, 2020	NIL
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31st March, 2020	Nil
No. of shares held in the Company	500

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry structure and developments, segment wise or product-wise performance, outlook, risks and opportunities of the Company and discussion on financial performance with respect to the operational performance, has been covered in the Board's Report more specifically under the sections on Financial Results.

2019-20 turned out to be another challenging year for the Indian economy. Despite the challenging conditions prevailing during the year, your Company's revenue grew ahead and recorded an increase as compared to last year. Private Capital Expenditure remained sluggish as evident from the decline in new project announcements. The much anticipated pick-up in Private Final Consumption Expenditure (PFCE) also remained elusive - attributable largely to distress in the agrarian sector, low rate of rural wage growth, subdued urban consumer sentiment and tight liquidity conditions. The last quarter of turnover of the company for the financial year 2019-20 has been impacted due to the Pandemic.

The Company has an adequate system of internal controls to ensure that transactions are properly authorised, recorded, and reported, apart from safeguarding its assets. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function, which submits reports periodically to the Management and the Audit Committee of the Board.

In order to foster an improved internal control culture in the Company, wherein every employee is fully aware of all the major risk/ controls faced in his / her work sphere and assumes responsibility for the controls performed therein. The Self-Assessments by process /control owner are also used as the basis of CEO/CFO certification as required under Regulation 17(8) of the Listing Regulations. Our Company has a favourable work environment that motivates performance, customer focus and innovation while adhering to the highest degree of quality and integrity.



ANNEXURE-V**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****as on the Financial Year ended on 31st March, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L15200TG1988PLC009111
2.	Registration Date	03/10/1988
3.	Name of the Company	LOTUS CHOCOLATE COMPANY LIMITED
4.	Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company.
5.	Address of the Registered office and contact details	8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4, Puzzolana Tower, Street No.1, Road no. 10, Banjara Hills, Hyderabad- 500 034 (TG)
6.	Whether Listed Company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	CIL SECURITIES LIMITED 214, Raghavaratna Towers, Chiragali Lane, Abids, Hyderabad- 500 001(TG) Phone :- +91-040-2320 2465 Email ID: advisors@cilsecurities.com Website: www.cilsecurities.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Cocoa Powder	180500	36
2	Cocoa Butter	180400	14
3	Cocoa Mass	180310	45

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:- NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)**i. Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) <i>Indian</i>									
a) Individual/HUF	7318544	-	7318544	57.00	7318544	-	7318544	57.00	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	1934476	-	1934476	15.06	1934476	-	1934476	15.06	-
Sub-total(A)(1)	9253020	-	9253020	72.06	9253020	-	9253020	72.06	-
2) <i>Foreign</i>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. <i>Institutions</i>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	100	1100	1200	0.01	100	1100	1200	0.01	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	700	700	0.01	-	700	700	0.01	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Foreign Banks)	-	1500	1500	0.01	-	1500	1500	0.01	-
Sub-total (B)(1)	100	3300	3400	0.03	100	3300	3400	0.03	-
2. <i>Non Institutions</i>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
(i) Indian	84133	85726	169859	1.32	57372	85726	143098	1.11	(0.21)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1302073	921038	2223111	17.31	1330316	894036	2224352	17.32	0.01
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakhs	1121914	42000	1163914	9.06	1133037	42000	1175037	9.15	0.09
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians (NRI)	26020	-	26020	0.20	25463	-	25463	0.20	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing members	1225	-	1225	0.01	1833	-	1833	0.01	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies- DR	-	-	-	-	-	-	-	-	-
Directors and their relatives	500	-	500	0.01	14846	-	14846	0.12	0.11
Sub-total (B)(2)	2535865	1048764	3584629	27.91	2562867	1021762	3584629	27.91	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	2535965	1052064	3588029	27.94	2562967	1025062	3588029	27.94	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	11788985	1052064	12841049	100.00	11812687	1028362	12841049	100.00	-

ii. Shareholding of Promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Poornima Pai	188420	1.47	0	188420	1.47	0	0
2.	Prakash Peraje Pai	3659272	28.50	0	3659272	28.50	0	0
3.	Ananth Peraje Pai	3659272	28.50	0	3659272	28.50	0	0
4.	Nivedita Pai	152500	1.18	0	152500	1.18	0	0
5.	Ashwini Pai	327139	2.55	0	327139	2.55	0	0
6.	Abhijeet Pai	452139	3.52	0	452139	3.52	0	0
7.	Aman Pai	407139	3.17	0	407139	3.17	0	0
8.	Aditya Pai	407139	3.17	0	407139	3.17	0	0
Total		9253020	72.06	0	9253020	72.06	0	0

iii. Change in Promoters' Shareholding:

There is no Change in Promoters' Shareholding during the year under review.

iv. Change in Shareholding of Top 10 Shareholders:

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year(01.04.2019)		Increase / Decrease in Shareholding			Cumulative Shareholding during the year	
		No. of Shares	% of total share	Date	No. of Shares	Reason	No. of Shares	% of total share
1	V. Varija Vishwanath Kamath	4,12,228	3.21%	01.04.2019 To 31.03.2020	--	--	4,12,228	3.21%
2	G. Venkatapathi Raju	120000	0.93%	01.04.2019 To 31.03.2020	-	-	120000	0.93%
3	Prabhakar Rao Mandava	65,000	0.51%	01.04.2019 To 31.03.2020	--	--	65,000	0.51%
4	Sree Rayalaseema Power Corpn Ltd	57,500	0.45%	01.04.2019 To 31.03.2020	--	--	57,500	0.45%
5	Gudipudi Venkateswara Rao	50,000	0.39%	01.04.2019 To 31.03.2020	--	--	50,000	0.39%
6	O.L.H.C.OF A.P.A/C ASIA PAC. INVTR L	50,000	0.39%	01.04.2019 To 31.03.2020	--	--	50,000	0.39%
7	Rameshwar Nath Pandey	-	-	01.04.2019 To 31.03.2020	47,881	Purchase	47,881	0.37%
8	Prema	42,000	0.33%	01.04.2019 To 31.03.2020	--	--	42,000	0.33%
9	Mayur Jaykumar Vora	38,800	0.30%	01.04.2019 To 31.03.2020	--	--	38,800	0.30%
10	Dinaben Bhanubhai Kansara	31,307	0.24%	01.04.2019 To 31.03.2020	4570	Purchase	35877	0.28%
11	Rajan Suresh Krishna	33,270	0.26%	01.04.2019 To 31.03.2020	--	--	33,270	0.26%

v. Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of the Shareholders (Directors' Shareholding)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total share of the Company	No. of Shares	% of total share of the Company
1	Prakash Peraje Pai	36,59,272	28.50	36,59,272	28.50
2	Ananth Peraje Pai	36,59,272	28.50	36,59,272	28.50
3	Ashwini Pai	3,27,139	2.55	3,27,139	2.55
4	Gottemukkala Venkatapathi Raju	1,20,000	0.93	1,20,000	0.93
5	Subramanya Ram Ganapath	500	.001	500	.001
6	Admala Surya Prakash Reddy	-	-	14346	0.11

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9281843	147000000	0	156281843
ii) Interest due but not paid				
iii) Interest accrued but not				
Total	9281843	147000000	0	156281843
Change in Indebtedness during the financial year				
- Addition	3787679	0		
- Reduction/()	0	(17100000)		
Net Change	3787679	17100000	0	13312321
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total	13069522	129900000	0	142969522

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WT/ Manager		Total Amount
		Dilip Mangesh Kelkar (WTD)	Subramanya Ram Ganapath (WTD)	
1.	Gross salary: (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	4,50,000	7,45,800	11,95,800
2.	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
3.	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961.			
4.	Stock Option			
5.	Sweat Equity			
6.	Commission- as % of profit, and others, specify(if any)			
7.	Others, please specify			
8.	Total (A)	4,50,000	7,45,800	11,95,800
	Ceiling as per the Act;			84,00,000*

*Ceiling is calculated as per effective capital as the company has inadequate profit to pay remuneration.

B. Remuneration to other directors:-

No remuneration was paid to other Directors during the year under review.

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel			TOTAL
		Company Secretary		Chief Financial Officer	
		Shivani Sarda #	Subodhakanta Sahoo*	Vivekanand Narayan Prabhu	
1.	Gross salary: 1. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	1,54,674	3,15,502	4,20,000	8,90,176
2.	2.Value of Perquisites u/s 17(2) Income tax Act, 1961				
3.	3.Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
4.	Stock Option				
5.	Sweat Equity				
6.	Commission as % of profit and others, specify				
7.	Others, please Specify				
8.	Total	1,54,674	3,15,502	4,20,000	8,90,176

#Ms. Shivani Sarda Resigned from the designation of Company Secretary & Compliance Officer on 10.08.2019.

*Mr.Subodhakanta Sahoo is appointed as Company Secretary and Compliance officer of the Company with effect from 16th October, 2019.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For and on behalf of the Board

Place: Hyderabad
Date: 03.11.2020

Sd/-
P.Anantha Pai
Director
DIN:00048339

Sd/-
G. S. Ram
Wholetime Director
DIN:- 02395478

INDEPENDENT AUDITOR'S REPORT

To The Members of Lotus Chocolate Company Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Lotus Chocolate Company Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2020, and the standalone Statement of Profit and Loss (including Other Comprehensive Income), standalone Statement of Changes in Equity and standalone Statement of Cash Flows for the year then ended and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SA's) specified under section 143(10) of the Act. Our responsibilities under those SA's are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key Audit matter	How the matter was addressed in our Audit
Revenue Recognition The principal products of the Company comprise chocolates, cocoa products and cocoa derivatives that are mainly sold through distributors and direct sale channels amongst others. Revenue is recognised when the customer obtains control of the goods. We identified revenue recognition as a key audit matter because the Company focus on revenue as a key performance indicator. This could result the revenue to be overstated or recognised before control has been transferred.	In view of the significance of the matter the following audit procedures we applied in this area, among others to obtain sufficient appropriate audit evidence: <ol style="list-style-type: none"> 1. We assessed the appropriateness of the revenue recognition accounting policies by comparing with applicable accounting standards. 2. We evaluated the design of key controls and operating effectiveness of the relevant key controls with respect to revenue recognition on selected transactions. 3. We tested, on a sample basis, revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate financial period. 4. We tested manual journal entries posted to revenue to identify unusual items.

<p>Provisions and Contingencies</p> <p>The Company recognises a provision when it has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made. We have identified litigations, provisions and contingencies as a key audit matter because it requires the Company to make judgements and estimates in relation to the exposure arising out of litigations. The key judgement lies in the estimation of provisions where they may differ from the future obligations.</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> 1. We tested the effectiveness of key controls around the recording and assessment of litigations, provisions and contingent liabilities. 2. We used subject matter experts, wherever required to assess the value of the provisions and contingent liabilities in light of the nature of the exposures, applicable regulations and related correspondences with the authorities. 3. Obtained Company's assessment of the open cases and compared the same to the assessment of subject matter experts, wherever necessary, to assess the reasonableness of the provision or contingency. 4. Considered the adequacy of the Company's disclosures made in relation to related provisions and contingencies in the financial statements
<p>Trade Receivables</p> <p>The Company's operations comprise wide ranging characteristics of individual customers across locations, some customers having a higher days sales outstanding than the average days sales outstanding. Consequently, there is an inherent exposure to credit risk for these customers.</p>	<p>Our audit procedures in this area included the following:</p> <ul style="list-style-type: none"> - Obtaining an understanding of and testing key controls over receivables collection process and credit control process over aged receivables and customer credit approvals. - Assessing the classification of the balances in the receivables ageing by performing an independent re-computation of the aged receivables. - For a sample of customer balances, verified the subsequent receipts against the outstanding year end balances.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the

Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. (A) As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The standalone balance sheet, the standalone statement of Profit and Loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements vide Note No.33 of the notes to the financial statements.
 - ii. The Company did not have any long term contracts including derivate contracts for which there were any material foreseeable losses.
 - iii. The Company has no amount required to be transferred to the Investor Education and Protection Fund during the year.
 - iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

- (C) With respect to the matter to be included in the Auditor's Report U/s 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For VDNR & Associates

Chartered Accountants

Firm Registration No. 011251S

Sd/-

Venkateswara Reddy D

Partner

Membership No. 028488

ICAI UDIN: 20028488AAAABQ1319

Place: Hyderabad

Date: June 26, 2020



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT – 31 MARCH 2020**(Referred to in our report of even date)**

- i. In respect of the Company’s fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner. In our opinion, the manner and periodicity is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the title deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
- ii. The Inventory of Finished goods, raw materials, stores, spare parts, except those in transit and with third parties have been physically verified by management during the year. We consider that the frequency of the verification is reasonable, having regard to the nature of business and size of the company. No material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms and Limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii)(a) (b) and (c) of the said Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act during the year. The Company has complied with the provisions of Section 186 of the Act in respect of loans, making investments and providing guarantees and securities, as applicable.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public in accordance with the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the activities/products manufactured by the Company. Accordingly, paragraph 3(vi) of the order is not applicable to the Company.
- vii.
 - (a) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Duty of Customs, Cess and other material statutory dues have been generally and regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March, 2020 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2020, which have not been deposited with the appropriate authorities on account of any dispute.

- viii In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its dues to the banker. The Company during the year has not availed any loans or borrowings from financial institutions, banks and government nor has not issued any debentures.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company as prescribed under section 406 of the Act. Accordingly, paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, and on the basis of our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable. The details of such related party transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable Accounting Standards.
- xiv. According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company

For VDNR & Associates

Chartered Accountants

Firm Registration No. 011251S

Sd/-

Venkateswara Reddy D

Partner

Membership No. 028488

ICAI UDIN: 20028488AAAABQ1319

Place: Hyderabad

Date: June 26, 2020

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

(Referred to in paragraph 2(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of LOTUS CHOCOLATE COMPANY LIMITED (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Company’s management and the Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with respect to the financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to financial statements includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Place: Hyderabad
Date: June 26, 2020



For **VDNR & Associates**

Chartered Accountants
Firm Registration No. 011251S

Sd/-

Venkateswara Reddy D

Partner
Membership No. 028488
ICAI UDIN: 20028488AAAABQ1319

Balance Sheet as at 31st March, 2020

(Amount in ₹)

	Note	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	4(a)	21,100,345	27,634,846
Capital work-in-progress		138,537	138,537
Intangible assets	4(b)	78,870	78,870
Financial assets			
Investments			
Loans	5	4,459,869	4,459,869
Trade Receivables	6	4,050,000	4,050,000
Other non current assets			
Deferred tax assets, net	7		
		29,827,621	36,362,122
Current assets			
Inventories	8	90,083,000	101,106,000
Financial assets			
Trade receivables	9	63,368,794	64,063,170
Cash and cash equivalents	10	15,138,818	5,019,381
Other bank balances			
Loans	11	4,167,397	1,872,798
Others	12	7,962,367	2,539,261
Current tax assets			
Other current assets			
		180,720,376	174,600,610
Total assets		210,547,997	210,962,732
Equity and Liabilities			
Equity			
Equity share capital	13	202,346,490	202,346,490
Other equity	14	(202,010,387)	(211,290,597)
Total equity		336,103	(8,944,107)
Non-current liabilities			
Financial Liabilities			
Borrowings	15	129,900,000	147,000,000
Provisions	16	2,910,683	2,497,536
		132,810,683	149,497,536
Current liabilities			
Financial Liabilities			
Borrowings	17	13,069,522	9,281,843
Trade payables	18	59,904,079	55,541,129
Other financial liabilities	19	1,856,319	1,866,309
Other current liabilities	20	1,641,181	1,660,735
Provisions	21	-	-
Current tax liabilities			
Deferred tax liabilities	22	930,111	2,059,288
		77,401,212	70,409,304
Total liabilities		210,211,895	219,906,840
Total equity and liabilities		210,547,997	210,962,732
Notes forming part of standalone financial statements			

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for VDNR & Associates

Chartered Accountants

FRN: 0112515

Sd/-

D VENKATESWARA REDDY

Partner

Membership No.: 028488

Place : HYDERABAD

Date : 26.06.2020

for and on behalf of the Board of Directors of

Lotus Chocolate Company Limited

CIN: L15200TG1988PLC009111

For and on behalf of the Board of Directors

Sd/-

P. ANANTH PAI

DIRECTOR

DIN No. 00048339

Sd/-

SUBODHAKANTA SAHOO

COMPANY SECRETARY

GZXP0300B

Sd/-

G S RAM

WHOLE TIME DIRECTOR

DIN No. 02395478

Sd/-

VIVEKANAND NARAYAN PRABHU

CHIEF FINANCIAL OFFICER

AAFPP5715N

Statement of Profit and Loss for the year ended 31st March, 2020

(Amount in ₹)

	Note	For the year ended 31 March 2020	For the year ended 31 March 2019
Revenue from operations	23	698,880,365	656,858,287
Other income	24	483,993	703,214
Total income		699,364,358	657,561,501
Expenses			
Cost of materials consumed	25	591,651,545	571,474,607
Changes in inventories and work in progress	26	6,857,000	(19,417,000)
Employee benefits expenses	27	24,992,270	30,653,747
Other operating expenses	28	37,810,285	36,574,322
Depreciation and amortisation expense	29	6,480,000	6,480,000
Finance costs	30	1,958,658	1,489,705
Other expenses	31	21,942,485	18,214,826
Total expenses		691,692,243	645,470,207
Profit before tax		7,672,115	12,091,294
Tax expense			
Current tax			
Deferred tax		(1,129,177)	(1,239,895)
Total tax expense		(1,129,177)	(1,239,895)
Profit for the year		8,801,292	13,331,189
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Gain/(Losses) on Foreign Exchange		478,918	(74,189)
Other comprehensive income for the year, net of tax		478,918	(74,189)
Total comprehensive income for the year		9,280,210	13,257,000
Earnings per equity share (nominal value of INR 4) in INR			
Basic		0.69	1.03
Diluted		0.69	1.03
Notes forming part of standalone financial statements			

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for VDNR & Associates

Chartered Accountants

FRN: 011251S

Sd/-

D VENKATESWARA REDDY

Partner

Membership No.: 028488

Place : HYDERABAD

Date : 26.06.2020

for and on behalf of the Board of Directors of

Lotus Chocolate Company Limited

CIN: L15200TG1988PLC009111

For and on behalf of the Board of Directors

Sd/-

P. ANANTH PAI

DIRECTOR

DIN No. 00048339

Sd/-

SUBODHAKANTA SAHOO

COMPANY SECRETARY

GZXP50300B

Sd/-

G S RAM

WHOLE TIME DIRECTOR

DIN No. 02395478

Sd/-

VIVEKANAND NARAYAN PRABHU

CHIEF FINANCIAL OFFICER

AAFPP5715N

Statement of Changes in Equity for the year ended March 31, 2020**a. Equity Share Capital**

(Amount in ₹)

	No. of shares	Amount
Balance as at April 1, 2018	12,841,049	128,410,490
Add: Issued during the year	-	-
Balance as at March 31, 2019	12,841,049	128,410,490
Add: Issued during the year	-	-
Balance as at March 31, 2020	12,841,049	128,410,490

b. Preference Share Capital

	No. of shares	Amount
Balance as at April 1, 2018	7,396,600	73,966,000
Add: Issued during the year	-	-
Balance as at March 31, 2019	7,396,600	73,966,000
Add: Issued during the year	-	-
Balance as at March 31, 2020	7,396,600	73,966,000



c. Other Equity

(Amount in ₹)

Particulars	Money received against Share Warrants	Reserves and Surplus				Total
		Securities premium	Capital reserve	State Investment Subsidy	Retained earnings	
Balance at April 1, 2018	-	37,968,442	27,414,157	1,500,000	(291,430,196)	(224,547,597)
Profit for the year	-	-	-	-	13,257,000	13,257,000
Other comprehensive income	-	-	-	-	-	-
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	-	-	-
Income-tax effect	-	-	-	-	-	-
Balance at March 31, 2019	-	37,968,442	27,414,157	1,500,000	(278,173,196)	(211,290,597)
Balance at April 1, 2019	-	37,968,442	27,414,157	1,500,000	(278,173,196)	(211,290,597)
Profit for the year	-	-	-	-	8,801,292	8,801,292
Adjustments for opening Balances	-	-	-	-	-	-
Additions during the year	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-
Gain/(Losses) on Foreign Exchange Net off Taxes	-	-	-	-	478,918	478,918
Income-tax effect	-	-	-	-	-	-
Balance at March 31, 2020	-	37,968,442	27,414,157	1,500,000	(268,892,986)	(202,010,387)
Notes forming part of standalone financial statements						

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for VDNR & Associates

Chartered Accountants

FRN: 011251S

for and on behalf of the Board of Directors of

Lotus Chocolate Company Limited

CIN: L15200TG1988PLC009111

For and on behalf of the Board of Directors

Sd/-

D VENKATESWARA REDDY

Partner

Membership No.: 028488

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P. ANANTH PAI

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WHOLE TIME DIRECTOR

DIN No. 02395478

Sd/-

SUBODHAKANTA SAHOO

COMPANY SECRETARY

GZXP50300B

Sd/-

VIVEKANAND NARAYAN PRABHU

CHIEF FINANCIAL OFFICER

AAFP5715N

Place : HYDERABAD

Date : 26.06.2020

Cash Flow Statement for the year ended March 31, 2020

(Amount in ₹)

	For the year ended March 31, 2020	For the year ended March 31, 2019
I. Cash flows from operating activities		
Profit before tax	7,672,115	12,091,294
<i>Adjustments to reconcile profit before tax to net cash flows:</i>		
Depreciation of tangible assets	6,480,000	6,480,000
Amoritsation of intangible assets	54,500	-
Finance income (including fair value change in financial instruments)	-	-
Dividend income from mutual funds	-	-
Finance costs (including fair value change in financial instruments)	1,958,658	1,489,705
Re-measurement losses on defined benefit plans	-	-
Operating profit before working capital changes	16,165,273	20,060,999
<i>Changes in working capital:</i>		
Adjustment for (increase)/decrease in operating assets		
Trade receivables - Non current	-	-
Trade receivables - current	694,376	8,160,560
Inventories	11,023,000	(13,433,000)
Loans - Non current	-	157,550
Loans - current	(2,294,599)	1,458,830
Other financial assets - current		
Other assets - current	(4,944,187)	1,868,017
Other assets - non current		
Adjustment for (increase)/decrease in operating liabilities		
Trade payables	8,150,629	5,558,592
Other financial liabilities - current	(1,158,721)	(12,063,751)
Other current liabilities		
Provisions		
Cash generated from operations	27,635,771	11,767,797
Interest Paid	-	-
Income taxes paid / Deferred taxes	1,129,177	1,239,895
Net cash generated from/(used in) operating activities	28,764,948	13,007,692
II. Cash flows from investing activities		
Purchase of property, plant and equipment and intangibles (including capital work in progress) (Investments in)/ redemption of bank deposits (having original maturity of more than three months) - net		-
Dividend received on mutual funds		-
Interest received (finance income)	-	-
Net cash used in investing activities	-	-
III. Cash flows from financing activities		
Share issue proceeds		
Proceeds from/(repayment of) long-term borrowings, net	(16,686,853)	(18,516,881)
Proceeds from/(repayment of) short-term borrowings, net		
Interest paid	(1,958,658)	(1,489,705)
Net cash provided by financing activities	(18,645,511)	(20,006,586)
Net increase in cash and cash equivalents (I+II+III)	10,119,437	(6,998,894)
Cash and cash equivalents at the beginning of the year	5,019,381	12,018,275
Cash and cash equivalents at the end of the year (refer note below)	15,138,818	5,019,381

	For the year ended March 31, 2020	For the year ended March 31, 2019
Note:		
Cash and cash equivalents comprise:		
Cash on hand	86,400	115,916
Balances with banks:		
- in current accounts & Deposits	15,052,418	4,903,465
	15,138,818	5,019,381
Notes forming part of standalone financial statements 1-44		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

for VDNR & Associates

Chartered Accountants

FRN: 011251S

Sd/-

D VENKATESWARA REDDY

Partner

Membership No.: 028488

Place : HYDERABAD

Date : 26.06.2020

for and on behalf of the Board of Directors of

Lotus Chocolate Company Limited

CIN: L15200TG1988PLC009111

For and on behalf of the Board of Directors

Sd/-

P. ANANTH PAI

DIRECTOR

DIN No. 00048339

Sd/-

SUBODHAKANTA SAHOO

COMPANY SECRETARY

GZXP50300B

Sd/-

G S RAM

WHOLE TIME DIRECTOR

DIN No. 02395478

Sd/-

VIVEKANAND NARAYAN PRABHU

CHIEF FINANCIAL OFFICER

AAFPP5715N



NOTES to the Standalone Financial Statements for the year ended 31st March, 2020

SIGNIFICANT ACCOUNTING POLICIES

1 General Information

Lotus Chocolate Company Limited is a Public Limited Company incorporated in India, having its registered office at Hyderabad, India. The Company is primarily engaged in the manufacturing of Chocolates. The Company is listed on the Bombay Stock Exchange (BSE).

2 Basis of preparation of financial statements

2.1 Statement of Compliance

The financial statements have been prepared in accordance of Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules 2015 (as amended from time to time)

2.2 Basis of measurement

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- certain financial assets and liabilities are measured at fair value;
- employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- long term borrowings are measured at amortized cost using the effective interest rate method.

2.3 Functional currency

The financial statements are presented in Indian rupees Lakhs, which is the functional currency of the Company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

All amounts are in Indian Rupee Lakhs except share data, unless otherwise stated.

2.4 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;

- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

2.5 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 3, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2020 management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

2.6 Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3 Significant accounting policies

3.1 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the amount can be reliably measured.

- Revenue is measured at the fair value of consideration received or receivable taking into account the amount of discounts, volume rebates and are recognised when all significant risks and rewards of ownership of the goods sold are transferred.
- Dividend income is accounted for when the right to receive the income is established.
- Difference between the sale price and carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction.
- Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3.2 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets are capitalized at fair value of the asset or present value of the minimum lease payments at the inception of the lease, whichever is lower. Assets held under leases that do not transfer substantially all the risks and reward of ownership are not recognized in the balance sheet.

Lease payments under operating lease are generally recognised as an expense in the statement of profit and loss on a straight-line basis over the term of lease unless such payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increases.

Further, at the inception of above arrangement, the Company determines whether the above arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates a payments and other consideration required by the arrangement into those for the lease and those for other elements on the basis of their relative fair values.

If the Company concludes for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the Company's incremental borrowing rate.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

3.3 Foreign currencies

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

3.4 Borrowing costs

Specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

3.5 Taxation

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.6 Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

3.7 Property, plant and equipment

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

3.8 Expenditure during construction period

Expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

3.9 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Company, or the number of production or similar units expected to be obtained from the asset by the Company

The Company has componentised its PPE and has separately assessed the life of major components. In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Such classes of assets and their estimated useful lives are as under:

Particulars Useful Life

Buildings -30 Years

Plant and Machinery -8 to15 years

Electrical Equipment -10 Years

Office Equipment -5 Years

Computers -3 Years

Furniture and Fixtures -10 Years

Vehicles -8 Years

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

3.10 Intangible assets and amortisation

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

Amortization

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Design and development is amortised over a period of five years.

3.11 Inventories

Inventories are valued as follows:

- **Raw materials, fuel, stores & spare parts and packing materials:**

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on FIFO basis.

- **Work-in- progress (WIP), finished goods and stock-in-trade:**

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

3.12 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

3.13 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

3.14 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Where the Company receives non-monetary grants, the asset and the grant are accounted at fair value and recognised in the statement of profit and loss over the expected useful life of the asset.

3.15 Impairment of non financial assets

The carrying amounts of the Company's non-financial assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized

in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

3.16 Employee benefits

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

The Company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Termination benefits

Termination benefits are recognized as an expense when the Company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

Other long-term employee benefits

The Company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

3.17 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

3.18 Contingent liabilities & contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

3.19 Financial instruments

a. Recognition and Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

b. Classification and Subsequent measurement

Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities: Classification, Subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

c. Derecognition**Financial assets**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit

d. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e. Impairment

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost;

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVOCI) are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

NOTES FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

NOTE: 4 (a, b)

(Amount in ₹)

11. SCHEDULE OF FIXED ASSETS												
DESCRIPTION	%	GROSS BLOCK				DEPRECIATION					NET BLOCK	
		AS AT 01-04-2019	ADDITIONS DURING THE PERIOD	ADJ.FOR SALE/ TRA. WO	AS AT 31-03-2020	AS AT 01-04-2019	DURING THE PERIOD	**ADJUSTED AGAINST SURPLUS IN PROFIT AND LOSS ACCOUNT	ADJ.FOR SALE/DEL. WRITE BACK	UPTO 31-03-2020	AS AT 31-03-2020	AS AT 31-03-2019
(A) TANGIBLE ASSETS:												
LAND - FREEHOLD		230,863			230,863	0	0			0	230,863	230,863
BUILDINGS	3.34	22,119,408			22,119,408	16,168,939	514804			16,683,743	5,435,665	5,950,469
PLANT AND MACHINERY	7.42	191,999,131		54500	191,944,631	171,258,835	5876031			177,134,866	14,809,765	20,740,296
ELECTRIC INSTALLATIONS	4.75	5,192,142			5,192,142	4,890,646	44296			4,934,942	257,200	301,496
FURNITURES AND FIXTURES	6.33	2,566,002			2,566,002	2,436,797	34,435			2,471,232	94,770	129,205
OFFICE EQUIPMENT	4.75	1,281,256			1,281,256	1,189,730	3806			1,193,536	87,720	91,526
OFFICE EQUIPMENT - COMPUTERS	16.21	2,877,590			2,877,590	2,761,002	6627			2,767,629	109,961	116,588
VEHICLES	9.50	1,488,054			1,488,054	1,413,652	-			1,413,652	74,402	74,402
Total		227,754,446	0	54500	227,699,946	200,119,601	6,480,000			206,599,601	21,100,345	27,634,845
(B) INTANGIBLE ASSETS		78,870	-		78,870					-	78,870	78,870
TOTAL (A+B)		227,833,316	-	54,500	227,778,816	200,119,601	6,480,000	-		206,599,601	21,179,215	27,713,715
CAPITAL WORK IN PROGRESS		138,537			138,537		-				138,537	138,537
TOTAL (A+B+C)		227,971,853	-	54,500	227,917,353		6,480,000				21,317,752	27,852,252

NOTE: 5

LOANS - NON CURRENT	As at March 31, 2020	As at March 31, 2019
Deposits with Govt. Authorities	4,459,869	4,459,869
Total	4,459,869	4,459,869

NOTE: 6

TRADE RECEIVABLES - NON CURRENT	As at March 31, 2020	As at March 31, 2019
Outstanding for a period exceeding six months		
Unsecured, considered good	4,050,000	4,050,000
Unsecured, considered doubtful	-	-
Less: Allowance for doubtful receivables	-	-
Total	4,050,000	4,050,000

NOTE: 7

Deferred tax assets, net	As at March 31, 2020	As at March 31, 2019
Deferred tax asset		
- Tangible and Intangible assets	-	-
- Provision allowed under tax on payment basis	-	-
- Expected credit loss on financial assets	-	-
- MAT credit entitlement	-	-
Total	-	-

NOTE: 8

INVENTORIES	As at March 31, 2020	As at March 31, 2019
Raw materials	26,600,000	32,617,000
Work in progress	37,030,000	25,337,000
Finished Goods	16,020,000	34,570,000
Stores, Spares and Fuel	3,250,000	2,899,000
Stock of Packing Material	7,183,000	5,683,000
TOTAL	90,083,000	101,106,000

NOTE: 9

TRADE RECEIVABLES - CURRENT		
Others		
Unsecured, considered good	63,368,794	64,063,170
Unsecured, considered doubtful	-	-
Total	63,368,794	64,063,170

NOTE:10

CASH AND CASH EQUIVALENTS	As at March 31, 2020	As at March 31, 2019
Balances with banks:		
- On current accounts	15,052,418	4,903,465
- In earmarked Deposit Accounts	-	-
Cash on hand	86,400	115,916
Total	15,138,818	5,019,381

NOTE:11

LOANS - CURRENT	As at March 31, 2020	As at March 31, 2019
Current		
Unsecured - Considered good		
Advances to Suppliers	3,955,392	1,710,834
Advances to Employees	212,005	161,964
Others	-	-
Total	4,167,397	1,872,798

NOTE:12

OTHER FINANCIAL ASSETS		
Current		
Unsecured - Considered Good		
Tax Deducted at source	469,188	442,237
Balance with Government Bodies	7,334,975	1,984,763
Prepaid Expenses	158,204	112,261
Total	7,962,367	2,539,261

13 Share Capital

	As at March 31, 2020	As at March 31, 2019
Authorised Share Capital		
2,20,00,000 shares of Rs.10/- each (1,40,00,000 Equity Shares of 10/- each & 80,00,000 Preference Shares of 10/- each)	220,000,000	220,000,000
Issued, subscribed and fully paid-up		
Equity Shares - par Value Rs. 10/- each	128,410,490	128,410,490
Less: Calls Unpaid from members other than directors	30,000	30,000
	128,380,490	128,380,490
Preference Share Capital		
7396600 - 10% Redeemable Cumulative	73,966,000	73,966,000
Total	202,346,490	202,346,490

(a) Reconciliation of shares outstanding at the beginning and end of the reporting year

Particulars	Number of Shares	Value in Rupees
Equity shares of Rs.10/- each fully paid		
Balance at April 01, 2018	12,841,049	128,410,490
Issued during the year	-	-
Balance at March 31, 2019	12,841,049	128,410,490
Issued during the year	-	-
Balance at April 01, 2019	12,841,049	128,410,490
Issued during the year	-	-
Balance at March 31, 2020	12,841,049	128,410,490
Preferential shares of Rs.10/- each fully paid		
Balance at April 01, 2018	7,396,600	73,966,000
Issued during the year	-	-
Balance at March 31, 2019	7,396,600	73,966,000
Issued during the year	-	-
Balance at April 01, 2019	7,396,600	73,966,000
Issued during the year	-	-
Balance at March 31, 2020	7,396,600	73,966,000
TOTAL	20,237,649	202,376,490

(b) Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020	As at March 31, 2019
Equity shares of Rs.10/- each fully paid		
Mr. Prakash Paraje Pai		
Number of shares held	3,659,272	3,659,272
% of holding	28.50%	28.50%
Mr. Anantha Peraje Pai		
Number of shares held	3,659,272	3,659,272
% of holding	28.50%	28.50%

(c) Rights, Preference and restrictions attached to the Shares:**(i) Equity Shares:**

Equity Shares rank pari passu as regards to dividend and voting rights. Each share has one vote

(ii) Preference Shares:

Preference Shares have right to preferential dividend of 10% per annum on cumulative basis and also for redemption of principal over the equity shares. Preference share holders have right to vote only on the matters concerning the preference shares.

14 Other equity

	As at March 31, 2020	As at March 31, 2019
Securities premium		
Opening balance	37,968,442	37,968,442
Add: Premium on fresh issue	-	-
Closing balance	37,968,442	37,968,442
Securities premium consists of the difference between the face value of the equity shares and the consideration received in respect of shares issued.		
Capital Reserves		
Opening balance	27,414,157	27,414,157
Additions during the year	-	-
Closing balance	27,414,157	27,414,157
Money received against share warrants represents monies received against which the equity shares have to be allotted.		
State Investment Subsidy		
Opening balance	1,500,000	1,500,000
Add: Transfers during the year	-	-
Closing balance	1,500,000	1,500,000
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.		
Retained earnings		
Opening balance	(278,173,196)	(291,430,196)
Profit/(loss) for the year	8,801,292	13,331,189
Other comprehensive income	478,918	(74,189)
Adjustments to opening balance	-	-
Less: Transfers to general reserve	-	-
Closing balance	(268,892,986)	(278,173,196)
Total other equity	(202,010,387)	(211,290,597)
Retained earnings reflect surplus/deficit after taxes in the profit or loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.		

NOTE:15

FINANCIAL LIABILITIES - NON CURRENT	As at March 31, 2020	As at March 31, 2019
Unsecured loans		
From Others:		
Directors	129,900,000	147,000,000
Total	129,900,000	147,000,000

NOTE:16

PROVISIONS - NON CURRENT	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
- Gratuity	2,910,683	2,089,575
- Leave Encashment	-	407,961
Total	2,910,683	2,497,536

NOTE:17

FINANCIAL LIABILITIES - BORROWINGS	As at March 31, 2020	As at March 31, 2019
Borrowings		
Canara Bank CC A/C	13,069,522	9,281,843
Total	13,069,522	9,281,843

NOTE:18

FINANCIAL LIABILITIES - TRADE PAYABLES	As at March 31, 2020	As at March 31, 2019
Trade payables	-	-
- Total outstanding dues of micro enterprises and small enterprises (refer note 37)	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
- Creditors for Supplies	58,065,928	54,616,787
- Creditors for Services	1,838,151	924,342
Total	59,904,079	55,541,129

NOTE:19

FINANCIAL LIABILITIES - OTHERS	As at March 31, 2020	As at March 31, 2019
Current maturities of long term borrowings		
Interest accrued but not due on borrowings		
Salaries and Staff Benefits Payable	1,559,934	1,667,155
Salary Recoveries Payable	296,385	199,154
Total	1,856,319	1,866,309

NOTE:20

OTHER CURRENT LIABILITIES	As at March 31, 2020	As at March 31, 2019
Current		
Advance received from customers	-	-
Statutory liabilities	206,829	(2,023,332)
Outstanding Liabilities for Expenses	1,434,352	3,684,067
Total	1,641,181	1,660,735

NOTE:21

Provisions	As at March 31, 2020	As at March 31, 2019
Current		
Provision for employee benefits		
- Bonus and Ex Gratia		
- Gratuity		
- Provision for Leave Salary		
Total	-	-

NOTE:22

Deferred Tax Liabilities (Net)	930,111	2,059,288
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NOTE - 23

Revenue from operations	Year ended March 31,2020	Year ended March 31,2019
Revenue from sale of products		
Sales of Products	698,880,365	656,858,287
Net Sale of Products	698,880,365	656,858,287

NOTE: 24

Other income	Year ended March 31,2020	Year ended March 31,2019
Interest income	483,993	208,896
Miscellaneous income	-	494,318
Total	483,993	703,214

NOTE - 25**Expenses**

Raw materials consumed	Year ended March 31,2020	Year ended March 31,2019
Opening Stock of raw materials and consumables	32,617,000	38,575,000
Add : Purchases during the year	569,416,026	550,566,651
Opening Stock Plus Purchases	602,033,026	589,141,651
Less : Closing Stock of raw materials and consumables	26,600,000	32,617,000
Total Cost of Raw Material consumed	575,433,026	556,524,651

Packing materials consumed		
Opening Stock of Packing materials	5,683,000	5,132,000
Add : Purchases during the year	17,718,519	15,500,956
Opening Stock Plus Purchases	23,401,519	20,632,956
Less : Closing Stock of Packing Materials	7,183,000	5,683,000
Total cost of Packing material Consumed	16,218,519	14,949,956
TOTAL COST OF RAW MATERIAL CONSUMPTION	591,651,545	571,474,607

NOTE - 26

Changes in inventories and work in progress	Year ended March 31,2020	Year ended March 31,2019
A. Finished Goods		
Inventories at the beginning of the year	34,570,000	34,053,000
Less : Inventories at the end of the year	16,020,000	34,570,000
(Increase) / Decrease in Inventories	18,550,000	(517,000)
B. Work in progress		
Inventories at the beginning of the year	25,337,000	6,437,000
Less : Inventories at the end of the year	37,030,000	25,337,000
(Increase) / Decrease in Inventories	(11,693,000)	(18,900,000)
(Increase) / Decrease in Inventories (A+B)	6,857,000	(19,417,000)

NOTE - 27

Employee benefits expense	Year ended March 31,2020	Year ended March 31,2019
Salaries, wages and bonus & Ex-Gratia	20,596,722	26,591,026
Contribution to provident and other funds	1,772,650	1,467,252
Other Employee Benefits	1,613,548	1,249,669
Directors' Remuneration	1,009,350	1,345,800
Total	24,992,270	30,653,747

NOTE - 28

Other Operating Expenses	Year ended March 31,2020	Year ended March 31,2019
Consumption of stores and spares	10,405,183	13,593,484
Power and fuel	17,736,666	14,746,915
Repairs to building	-	5,050
Repairs to machinery	1,201,082	512,385
Repairs to Other Assets	592,177	233,704
Other Manufacturing Expenses	7,875,177	7,482,784
R & D/ Lab Expenses	-	-
Total	37,810,285	36,574,322

NOTE - 29

Depreciation and amortisation expense	Year ended March 31,2020	Year ended March 31,2019
Depreciation of tangible assets	6,480,000	6,480,000
Amortization of intangible assets	-	-
Total	6,480,000	6,480,000

NOTE - 30

Finance costs	Year ended March 31,2020	Year ended March 31,2019
Interest Expense on Working Capital	934,361	141,091
Bank charges	1,024,297	1,348,614
Total	1,958,658	1,489,705

NOTE - 31

Other expenses	Year ended March 31,2020	Year ended March 31,2019
A Selling Expenses		
Freight, Hamali and Carriage Outwards &		
Sales incentives and Allowances	15,770,029	10,044,342
Business promotion expenses	-	-
Total	15,770,029	10,044,342
B Administration Expenses	Year ended March 31,2020	Year ended March 31,2019
Travelling and Conveyance	1,436,317	1,295,689
Professional Charges	500,557	2,020,343
Rent	-	187,550
Rates and taxes other than taxes on income	2,473,346	2,650,874
Insurance charges	283,110	409,046
Postage, Telephone & Courier charges	715,267	689,468
Payment to Auditors - As Statutory Audit Fees	155,000	155,000
-As Tax Audit Fees	40,000	40,000
-As Certification Fees	20,000	20,000
Meeting and Conferences	-	-
Other General Expenses	548,859	702,514
Total	6,172,456	8,170,484
Total Other expenses (A+B)	21,942,485	18,214,826

32 Explanation on transition to Ind AS

As stated in Note 2.1, these are the first standalone financial statements prepared in accordance with Ind AS. For the year ended March 31, 2017, the Company had prepared its standalone financial statements in accordance with Companies (Accounting Standards) Rules, 2006 notified under section 133 of the Act and other relevant provision of the Act ('Previous GAAP'). For the purpose of transition from Previous GAAP to Ind AS, the Company has followed the guidance prescribed under Ind AS 101-first time adoption of Indian Accounting Standards ("Ind AS-101"), with effect from April 1, 2016 ('transition date').

The accounting policies set out in Note 3 have been applied in preparing these standalone financial statements for the year ended March 31, 2018 including the comparative information for the year ended March 31, 2017 and the opening standalone Ind AS balance sheet on April 1, 2016

In preparing its standalone Ind AS balance sheet as at April 1, 2016 and in presenting the comparative information for the year ended March 31, 2017, the Company has adjusted amounts reported previously in standalone financial statement prepared in accordance with the Previous GAAP. This note explains how the transition from Previous GAAP to Ind AS has affected the Company's financial position and financial performance.

A. Mandatory exceptions to retrospective application

The Company has applied the following exceptions to the retrospective application of Ind AS as mandatorily required under Ind AS 101 "First Time Adoption of Indian Accounting Standards":

- 1) **Estimates:** As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with the Previous GAAP unless there is objective evidence that those estimates were in error.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under Previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative period (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the standalone financial statements that were not required under the Previous GAAP are listed below:

- Impairment of financial assets based on the expected credit loss model.
 - Determination of the discounted value for financial instruments carried at amortised cost.
- 2) **Classification and measurement of financial assets:** Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

B. Optional exemptions from retrospective application

Ind AS 101 "First time Adoption of Indian Accounting Standards" permits Companies adopting Ind AS for the first time to take certain exemptions from the full retrospective application of Ind AS during the transition. The Company has accordingly on transition to Ind AS availed the following key exemptions:

- 1) **Property, plant and equipment:** The Company has elected to treat Cost less accumulated depreciation as deemed cost for certain items of its property, plant and equipment.
- 2) **Intangible assets:** The Company has elected to treat Cost less accumulated depreciation as deemed cost for all items of intangibles.

Other amendments to Indian Accounting Standards

The Ministry of Corporate Affairs (MCA), on 28 March 2018, issued certain amendments to Ind AS. The amendments relate to the following standards:

Ind AS 21, The Effects of Changes in Foreign Exchange Rates - The amendment lays down the principle regarding advance payment or receipt of consideration denominated or priced in foreign currency and recognition of non-monetary prepayment asset or deferred income liability.

Ind AS 12, Income Taxes - The amendment explains that determining temporary differences and estimating probable future taxable profit against which deductible temporary differences are assessed for utilization are two separate steps and the carrying amount of an asset is relevant only to determining temporary differences.

Ind AS 28, Investments in Associates and Joint Ventures - The amendment clarifies when a venture capital, mutual fund, unit trust or similar entities elect to initially recognize the investments in associates and joint ventures.

Ind AS 112, Disclosure of Interests in Other Entities - The amendment clarifies that disclosure requirements for interests in other entities also apply to interests that are classified as Held for sale or discontinued operations in accordance with Ind AS 105.

Ind AS 40, Investment Property - The amendment clarifies when a property should be transferred to / from investment property.

The amendments are effective 1 April 2018. The Company believes that the aforementioned amendments will not materially impact the financial position, performance or the cash flows of the Company.

33 Prior year comparatives

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

34 Contingent liabilities and commitments

Particulars	As at 31-Mar-2020	As at 31-Mar-2019
i) Contingent liabilities:		
- Corporate guarantees given on behalf of others (refer note 'a' & 'b' below)	-	-
- Letter of credit outstanding	-	-
- Statutory Authorities	-	-
- Accrued and unpaid Preference dividend	130,489,400	130,489,400
ii) Commitments:		
- Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	-	-

35 Related party disclosures**a) Names of related parties and description of relationship**

Entities having significant influence over the Company	
Subsidiary Company	
Key Management Personnel ("KMP")	P. Prakash Pai, Director
	P. Anantha Pai, Director
	P. Ashwini Pai, Director
	G. S. Ram, CEO, Whole Time Director
	Dilip Mangesh kalelkar, Whole Time Director (Technical)
Enterprise / Entities under common Key Management Personnel ("KMP")	Puzzolana Machinery Fabricators (Hyderabad) LLP
	Soubhagya Confectionery Private Limited

d) Terms and conditions of transactions with related parties:

e) Others:

36 Auditors' remuneration include:

Particulars	31-Mar-2020	31-Mar-2019
Statutory audit fee (including limited review)	155,000	155,000
Tax audit fee	40,000	40,000
Certification Fees	20,000	20,000
Total	215,000	215,000

37 Dues to Micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2018 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

38 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity Shares.

The following table sets out the computation of basic and diluted earnings per share:

Particulars	31-Mar-2020	31-Mar-2019
Profit for the year attributable to equity share holders	8,801,292	13,331,189
Shares		
Weighted average number of equity shares outstanding during the year – basic	12,838,049	12,838,049
Weighted average number of equity shares outstanding during the year – diluted	12,838,049	12,838,049
Earnings per share		
Earnings per share of par value 10 – basic	0.69	1.04
Earnings per share of par value 10 – diluted	0.69	1.04

As per our report of even date attached

for VDNR & Associates

Chartered Accountants

FRN: 011251S

Sd/-

D VENKATESWARA REDDY

Partner

Membership No.: 028488

Place : HYDERABAD

Date : 26.06.2020

for and on behalf of the Board of Directors of

Lotus Chocolate Company Limited

CIN: L15200TG1988PLC009111

For and on behalf of the Board of Directors

Sd/-

P. ANANTH PAI

DIRECTOR

DIN No. 00048339

Sd/-

SUBODHAKANTA SAHOO

COMPANY SECRETARY

GZXPS0300B

Sd/-

G S RAM

WHOLE TIME DIRECTOR

DIN No. 02395478

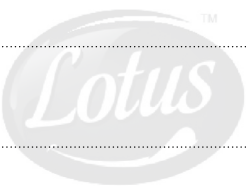
Sd/-

VIVEKANAND NARAYAN PRABHU

CHIEF FINANCIAL OFFICER

AAFPP5715N

NOTES



NOTES

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