

NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of Lotus Chocolate Company Limited will be held on **Tuesday, September 30, 2025 at 11:00 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Ketan Mody (DIN: 07723933), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ketan Mody (DIN: 07723933), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Mr. Asim Parekh (DIN: 00056125), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Asim Parekh (DIN: 00056125), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

4. To approve the appointment of Mr. Natarajan Venkataraman (DIN: 05324934) as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including

any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Natarajan Venkataraman (DIN: 05324934), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To approve the appointment of Mr. Natarajan Venkataraman (DIN: 05324934) as Whole-time Director and approve remuneration payable to him and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Natarajan Venkataraman (DIN: 05324934) as a Whole-time Director of the Company for a period of 5 (five) years, with effect from July 16, 2025, be and is hereby approved on the terms and conditions including remuneration as set out in the Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT if in any financial year, during the tenure of office of Mr. Natarajan Venkataraman, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, KSR & Co., Company Secretaries, LLP (Firm Registration No: P2008TN006400), be and are hereby appointed as Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By the order of Board of Directors

Utsav Saini

Company Secretary and Compliance Officer

Thursday, September 4, 2025

Registered Office:

8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4,
Puzzolana Towers, Street No.1, Road No. 10,
Banjara Hills, Hyderabad, Telangana-500034
Tel No.: +91 40-4020 2124
Email: cs@lotuschocolate.com
Website: www.lotuschocolate.com

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its general circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023, (collectively referred to as “MCA Circulars”), permitted convening of the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, 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 hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Ketan Mody and Mr. Asim Parekh, Non-executive Directors of the Company, retire by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.

Mr. Ketan Mody and Mr. Asim Parekh, Non-executive Directors of the Company, are interested in the Ordinary Resolutions set out at Item Nos. 2 and 3 respectively, of the Notice with regard to their re-appointment. The relatives of Mr. Ketan Mody and Mr. Asim Parekh may be deemed to be interested in the resolutions set out at Item Nos. 2 and 3 of the Notice respectively, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.

6. Details of Directors retiring by rotation / seeking appointment at this Meeting are provided in the ‘Annexure’ to the Notice.

Despatch of Annual Report through Electronic Mode:

7. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Share Transfer Agent /

Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those Members whose e-mail address is not registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories.

Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.lotuschocolate.com, website of BSE Limited at www.bseindia.com and on the website of Company's Registrar and Share Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com/>

8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited ("NSDL") has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>
 - b) Members holding shares in physical mode are requested to follow the process set out in Note No. 18 in this Notice.

Procedure for joining the AGM through VC / OAVM:

9. The Company will provide VC / OAVM facility to its Members for participating at the AGM;
 - a) **Members will be able to attend the AGM through VC / OAVM through JioEvents by using their login credentials provided in the accompanying communication.**
Members are requested to follow the procedure given below:
 - (i) Launch internet browser by typing / clicking on the following link: <https://jioevents.jio.com/lotuschocolateagm>
 - (ii) Click on 'Shareholders **CLICK HERE**' button.
 - (iii) **Enter the login credentials (i.e. User ID and password provided in the accompanying communication) and click on 'Login'.**
 - (iv) Upon logging-in, you will enter the Meeting Room.
 - b) **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 13.C.vii.III.**

- c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. The Speaker Registration will be open from **Tuesday, September 16, 2025 to Thursday, September 18, 2025**. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers at the AGM depending on the availability of time appropriate for smooth conduct of the AGM.
- d) All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- f) **Institutional / Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s) to anilglohia@gmail.com (scrutinizer) with a copy marked to evoting.lotus@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**
- g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
- h) Members who need assistance before or during the AGM, can contact KFinTech at evoting.lotus@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number ('EVEN') in all your communications.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

PROCEDURE FOR 'REMOTE E-VOTING' AND E-VOTING AT THE AGM ('INSTA POLL')

13A. E VOTING FACILITY

The Company is providing to its Members, facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and Members attending the Meeting who have not cast their votes by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual Members holding shares of the Company in demat mode, (ii) Members other than individuals holding shares of the Company in demat mode, (iii) Members holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given under C and D hereinbelow.

The remote e-voting facility will be available during the following voting period:

REMOTE E-VOTING PERIOD	
Commencement of remote e-voting	09:00 a.m. (IST) on Thursday, September 25, 2025
End of remote e-voting	05:00 p.m. (IST) on Monday, September 29, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, September 23, 2025 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. Anil Lohia, a Practicing Chartered Accountant (Membership No.: 031626), partner of Dayal and Lohia, Chartered Accountants or failing him, Mr. Khushit Jain, a Practicing Chartered Accountant (Membership No.: 608082), partner of Dayal and Lohia, Chartered Accountants, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

The Scrutiniser's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) **Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- (ii) **Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.**
- (iii) A Member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as 'INVALID'.
- (iv) **A person, whose name is recorded in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only, shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.**
- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E VOTING:

- (vi) **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per Securities and Exchange Board of India ("SEBI") Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended, **all "individual Members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s). The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:**

Procedure to login through website of Depositories

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. A new page will open. Enter your User ID and Password for accessing IDeAS. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. You will be able to see Company Name: “Lotus Chocolate Company Limited” on the next screen. Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or https://www.cdslindia.com and click on New System Myeasi / Login to Myeasi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). Enter your User ID and Password for accessing Easi /Easiest. You will see Company Name: “Lotus Chocolate Company Limited” on the next screen. Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser/Click on the following e-Services link: https://eservices.nsdl.com Select option “Register Online for IDeAS” available on the left hand side of the page or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> To register, type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed to complete registration using your DP ID Client ID (BO ID), etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://www.evoting.nsdl.com/ Click on the button “Login” available under “Shareholder / Member” section. On the login page, enter User ID (i.e., (a) 16-character demat account number held with NSDL, starting with IN; (b) alpha-numeric User ID already set by the Member), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. 	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin Provide Your Demat Account Number and PAN. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. On successful authentication, you will enter the e-Voting module of CDSL. Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>As an alternate OTP based login, click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter 8-digit DP ID, 8-digit Client ID, PAN No., Verification code as shown on the screen and click on ‘Generate OTP’ button. Enter the OTP received on your registered email id / mobile number and click on ‘Log-in’ button. After successful authentication, you will be redirected to NSDL website, wherein you can see e-Voting page.</p> <p>iv. You will be able to see Company Name: “Lotus Chocolate Company Limited” on the next screen. Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	

Procedure to login through demat accounts / Website of Depository Participant

Individual members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL. An option for ‘e-Voting’ will be available once they have successfully logged-in through their respective logins. Click on the option ‘e-Voting’ and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against ‘Lotus Chocolate Company Limited’ or select e-Voting service provider ‘KFinTech’ and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use ‘Forgot User ID’ / ‘Forgot Password’ options available on the websites of Depositories / Depository Participant(s).

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or contact at 022-4886 7000 / 1800 102 0990	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911

(vii) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

(I) A. In case a Member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://www.evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- After entering these details appropriately, click on ‘LOGIN’.
- You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password

and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Lotus Chocolate Company Limited.
- (g) On the voting page, enter the number of shares as on the Cut-off Date under either 'FOR' or 'AGAINST' or alternatively, you may partially enter any number under 'FOR' / 'AGAINST', but the total number under 'FOR' / 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to 'ABSTAIN' and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item, it will be treated as 'ABSTAINED'.
- (j) You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
- (k) A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional / Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id anilglohia@gmail.com with a copy marked to evoting.lotus@kfintech.com Such authorisation should contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be 'Corporate Name EVEN'.

B. In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching form ISR-1 available on the Company's website at www.lotuschocolate.com or e-mail at investors@lotuschocolate.com or to KFinTech at lotusinvestor@kfintech.com.
- (b) **Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at (vii) (I).A. (a) to (m) above to cast your vote.

(II) Members can also update their mobile number and e-mail address in the 'user profile details' in their e-voting login on <https://evoting.kfintech.com>.

(III) Any person who becomes a Member of the Company after despatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

- (a) If the mobile number of the Member is registered against his / her / its Folio No. / DP ID Client ID.

In case the shares are held in dematerialised mode: The Member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

In case the shares are held in physical mode: The Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. to 9212993399

Example for Physical:

MYEPWD <SPACE> XXXX123456789

- (b) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate password.
- (c) Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to evoting.lotus@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- (e) If the Member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
- (IV) In case of any query on e-voting, Members may refer to the 'Help' and 'FAQs' sections / E-voting user manual available through a dropdown menu in the 'Downloads' section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under Note No. 13(E).

D. INSTA POLL:

(viii) INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, 'Vote', will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING

- (ix) **Members are requested to note the following contact details for addressing e-voting related matters:**

Shri V. Balakrishnan, Vice President
KFin Technologies Limited
(Unit: Lotus Chocolate Company Limited)
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032,
Telangana, India.
Toll-free No.: 1800 309 4001

(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

E-mail: evoting.lotus@kfintech.com.

F. E-VOTING RESULT:

- (x) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or any person authorised by him. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: <https://www.lotuschocolate.com> and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchange. The result will also be displayed at the registered office of the Company.
- (xi) **Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e. Tuesday, September 30, 2025.**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

- 14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available, electronically, for inspection by the Members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to investors@lotuschocolate.com mentioning his / her / its folio number / DP ID and Client ID.

- 15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Tuesday, September 23, 2025 by sending e-mail on investors@lotuschocolate.com. The same will be replied by the Company suitably.

OTHER INFORMATION

- 16. As mandated by the SEBI, shares of the Company can be transferred / traded only in dematerialised mode. Members holding shares in physical mode are advised to avail the facility of dematerialisation.

17. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
18. (a) Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- (b) Members holding shares in dematerialised mode should contact their Depository Participant for making necessary changes. NSDL has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in / opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
- (c) Members holding shares in physical mode should submit to KFinTech the Forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes / updation thereof	ISR -1
2.	Confirmation of Signature of Member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

19. Non-Resident Indian members are requested to inform the Company / KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
20. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim for unclaimed suspense account / renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4

along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at https://www.lotuschocolate.com/investor_services and is also available on the website of KFinTech at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned under Note No. 13(E).

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('THE ACT') AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following statement sets out all material facts relating to the Special Business proposed in this Notice:

ITEM NO. 4 and 5

The Board of Directors of the Company ("Board"), at its meeting held on July 16, 2025, based on the recommendation of the Nomination and Remuneration Committee ("NRC") and in accordance with the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, appointed Mr. Natarajan Venkataraman (DIN: 05324934) as an Additional Director with effect from July 16, 2025. Further, the Board has, subject to the approval of the Members, appointed Mr. Natarajan Venkataraman as Whole-time Director for a period of 5 (five) years with effect from July 16, 2025, on the terms and conditions including remuneration as recommended by the NRC.

Mr. Natarajan Venkataraman is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any other such authority.

The Company has also received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Natarajan Venkataraman for the office of a Director of the Company.

Mr. Natarajan Venkataraman is a seasoned business leader with extensive experience in the retail and consumer goods sectors.

Over the course of his career, Mr. Natarajan Venkataraman has held several key leadership positions viz. Managing Director - Wrigley India Private Limited, Managing Director - Mars International, Head of Grocery, Fruits, and Vegetables Retail - Ninja Cart, Business Head – Snacks - J K Foods Limited and

Chief Business Officer - VLCC Personal Care Limited. Since March 2025, he was serving as Business Head – Biscuits, Chocolates & Confectionery at Reliance Consumer Products Limited.

His expertise encompasses consumer / customer facing roles including Brand building, product portfolio strategy, Route to market, Channel management, supply chain efficiency and team leadership. He brings deep domain knowledge in the areas of processed foods, beverages, and personal care products. The said skills have been developed vide his tenure across MNCs, Indian companies and start-up companies.

Mr. Natarajan Venkataraman holds a Post Graduate Diploma in Management (Marketing and Finance) from the Indian Institute of Management, Lucknow and a Bachelor's degree in Electronics and Telecommunication Engineering from Regional Engineering College, Nagpur.

Details of Mr. Natarajan Venkataraman, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); and (ii) Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Notice.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Natarajan Venkataraman, are as under:

1) Remuneration will include:

(a) Salary, Perquisites and Allowances:

Salary, perquisites and allowances in the range of Rs. 1.95 crore to Rs. 3.5 crore per annum.

The perquisites and allowances shall include insurance and/or any other perquisites as per Company's policy. The said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity, etc.

The Company's contribution to provident fund, superannuation or annuity fund, if any, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the salary, perquisites and allowances under (a) above.

2) Increment in salary, perquisites and allowances and amounts, if any, by way of incentive / bonus payable to Mr. Natarajan Venkataraman, as may be determined by the Board and / or the NRC of the Board, shall be within the limits set out in para 1 above.

3) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging during business trips; use of corporate credit card and provision of any medical assistance; provision of car and use thereof on Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

4) General:

- i. During the term of his appointment, Mr. Natarajan Venkataraman will be paid remuneration under (1) and (2) above, up to 10% of net profits of the Company as per the provisions of Section 197 of the Act, subject to approval of Members.
- ii. Where in any financial year closing after March 31, 2025, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Natarajan Venkataraman, shall be as permissible under Section II of Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof for a period of 3 (three) years based on the effective capital as per the explanation set out in the Schedule mentioned above.
- iii. The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.
- iv. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- v. The Whole-time Director shall adhere to the Company's Code of Conduct for the time being in force.
- vi. The office of the Whole-time Director may be terminated, either by the Company or by Mr. Natarajan Venkataraman, by giving 3 (three) months' prior notice in writing.
- vi. The Whole-time Director shall not be entitled for fees for attending meetings of the Board of Directors or Committees.

Information required to be disclosed in this Statement in terms of provisions of Section II of Part II of Schedule V of the Act are as under:

I	General Information																						
a) Nature of Industry	Chocolate and confectionery																						
b) Date or expected date of commencement of commercial production	The Company is presently engaged in manufacturing of finest chocolates, cocoa products and cocoa derivatives																						
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																						
d) Financial performance based on given indicators	Financial Performance for past 3 financial years is as under: <div style="text-align: right;">(₹ In crore)</div> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th><th>2024-25</th><th>2023-24</th><th>2022-23</th></tr> </thead> <tbody> <tr> <td>Total Income</td><td>574.56</td><td>201.15</td><td>62.82</td></tr> <tr> <td>Profit before Tax</td><td>23.06</td><td>2.24</td><td>(6.93)</td></tr> <tr> <td>Net Profit</td><td>17.23</td><td>5.06</td><td>(6.96)</td></tr> <tr> <td>Net Worth</td><td>63.65</td><td>46.42</td><td>(2.04)</td></tr> </tbody> </table>				2024-25	2023-24	2022-23	Total Income	574.56	201.15	62.82	Profit before Tax	23.06	2.24	(6.93)	Net Profit	17.23	5.06	(6.96)	Net Worth	63.65	46.42	(2.04)
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Net Worth	63.65	46.42	(2.04)																				
e) Foreign investments or collaborations, if any	No foreign investment was made by the Company during the financial year 2024-25. The equity shares of the Company are listed on BSE Limited. As on June 30, 2025, total foreign shareholding in the Company was 0.26% of the total equity paid-up capital of the Company.																						
II	Information about the appointee:																						
a) Background details	<p>Mr. Natarajan Venkataraman is a seasoned business leader with extensive experience in the retail and consumer goods sectors.</p> <p>Over the course of his career, Mr. Natarajan Venkataraman has held several key leadership positions viz. Managing Director- Wrigley India Private Limited, Managing Director- Mars International, Head of Grocery, Fruits, and Vegetables Retail - Ninja Cart, Business Head – Snacks - J K Foods Limited and Chief Business Officer - VLCC Personal Care Limited. Since March 2025, he was serving as Business Head – Biscuits, Chocolates & Confectionery at Reliance Consumer Products Limited.</p> <p>His expertise encompasses consumer / customer facing roles including Brand building, product portfolio strategy, Route to market, Channel management, supply chain efficiency and team leadership. He brings deep domain knowledge in the areas of processed foods, beverages, and personal care products. The said skills have been developed during his tenure across MNCs, Indian companies and start-up companies.</p> <p>Mr. Natarajan Venkataraman holds a Post Graduate Diploma in Management (Marketing and Finance) from the Indian Institute of Management, Lucknow and a Bachelor's degree in Electronics and Telecommunication Engineering from Regional Engineering College, Nagpur.</p>																						
b) Past remuneration	Not Applicable																						
c) Recognition or awards	None																						

d) Job profile and his suitability	<p>The Company is into the business of manufacturing finest chocolates, cocoa products and cocoa derivatives. Mr. Natarajan Venkataraman has vast experience in consumer / customer facing roles including brand building, product portfolio strategy, route to market, channel management, supply chain efficiency and team leadership.</p> <p>He will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and / or regulations as may from time to time be given and / or made by the Board and his functions as Whole-time Director will be under the overall supervision and authority of the Board of Directors of the Company.</p> <p>Considering his background, knowledge, experience and expertise, his appointment will be in the interest of the Company.</p>
e) Remuneration proposed	As per the resolution at item no. 5 of this Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is commensurate with the remuneration paid to similar senior level personnel in other companies.
g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving remuneration, Mr. Natarajan Venkataraman has no pecuniary relationship directly or indirectly with the Company.
III Other Information:	
a) Reasons of loss or inadequate profits	<p>The Company is in the business of manufacturing finest chocolates, cocoa products and cocoa derivatives and sourced high-quality cocoa beans both from Indian and global markets. With global cocoa prices at all-time high, the industry has witnessed significant shifts in consumer behaviour which has also impacted the business of the Company. The focus of the Company will remain on strengthening the business across segments.</p> <p>It is pertinent to mention that due to improved performance and the turnaround made by the Company in the last two financial years, the accumulated losses have come down to Rs. 3.78 Crore as at March 31, 2025 compared to Rs. 26.06 Crore (accumulated losses) as at March 31, 2023.</p>
b) Steps taken or proposed to be taken for improvement	<p>Due to the improved business performance, the Company has made a profit before tax of Rs. 23.06 crore in the FY 2024-25. The business outlook for FY 2025-26 and coming years is positive with both value and volume expected to grow.</p> <p>The focus remains on strengthening the B2B business while parallelly building presence in the B2C segment through omni channel distribution and portfolio encompassing products across key segment.</p>
c) Expected increase in productivity and profits in measurable terms	Please refer point III (b) above.

Mr. Natarajan Venkataraman satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Natarajan Venkataraman under Section 190 of the Act.

Members' approval is sought for the appointment of and remuneration payable to Mr. Natarajan Venkataraman, as Whole-time Director, in terms of the applicable provisions of the Act.

Mr. Natarajan Venkataraman is interested in the resolutions set out at Item Nos. 4 and 5 of this Notice with regard to his appointment. The relatives of Mr. Natarajan Venkataraman may be deemed to be interested in the resolutions set out at Item Nos. 4 and 5 of this Notice to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 and 5 of this Notice.

The Board recommends the Resolutions set out at Item Nos. 4 and 5 of this Notice for approval by the Members.

ITEM NO. 6

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

The Board of Directors of the Company ("Board"), at its meeting held on April 21, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the Members of the Company, appointment of KSR & Co., Company Secretaries, LLP ('KSR') (Firm

Registration No: P2008TN006400), as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2025-26 to the financial year 2029-30 on such remuneration as may be determined by the Board of Directors of the Company from time to time.

KSR is a renowned Company Secretaries firm with expertise in diverse domains including corporate law practice, audits, merger & acquisitions, litigation management etc.

KSR have consented to their appointment as the Secretarial Auditor, if appointed and have confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India ("ICSI") and holds a valid certificate of peer review issued by the ICSI.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is ₹ 4,85,000/- (Rupees Four Lakh Eighty-Five Thousand only). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company. There is no change in the remuneration proposed to be paid to the Secretarial Auditor for the financial year 2025-26 vis-a-vis the remuneration paid for the financial year 2024-25.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor, is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 6 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

ANNEXURE TO THE NOTICE DATED SEPTEMBER 4, 2025

Details of Directors retiring by rotation / seeking appointment at the Meeting:

Name	Mr. Ketan Mody
DIN	07723933
Age (in years)	48
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	He has over two decades of experience spanning various industries including FMCG, Retail, & Telecom, Fashion & Lifestyle, in treasury, finance and strategy roles. His expertise lies in business strategy, operations, planning & strategic alliances. He has worked extensively in corporate development and inorganic growth, including mergers and acquisitions (M&A), partnerships, and joint ventures (JVs).
Terms and conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ketan Mody is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	May 24, 2023
Number of meetings of the Board attended	FY 2024-25: 100% (5 meetings held) FY 2025-26 (till the date of this Notice): 100% (2 meetings held)
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorships of other Boards as on March 31, 2025	Sosyo Hajoori Beverages Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years	Nil

LOTUS CHOCOLATE COMPANY LIMITED

Name	Mr. Asim Parekh
DIN	00056125
Age (in years)	61
Qualifications	B. Tech from IIT-Kharagpur and Post Graduate Degree from ISB Hyderabad
Experience (including expertise in specific functional area) / Brief Resume	<p>Mr. Asim Parekh is the manufacturing & supply chain head at Reliance Consumer Products Limited and brings with him over 36 years of experience across the FMCG industry.</p> <p>He has experience in developing and executing a supply chain strategy, overseeing physical asset operations including manufacturing/production, inventory, operational compliance and also strategic procurement and value chain optimization.</p>
Terms and conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Asim Parekh, who was appointed as Non-Executive Director through Postal Ballot passed on March 29, 2024, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	January 03, 2024
Number of meetings of the Board attended	<p>FY 2024-25: 100% (5 meetings held)</p> <p>FY 2025-26 (till the date of this Notice): 100% (2 meetings held)</p>
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorships of other Boards as on March 31, 2025	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years	Nil

LOTUS CHOCOLATE COMPANY LIMITED

Name	Mr. Natarajan Venkataraman
DIN	05324934
Age (in years)	56
Qualifications	Post Graduate Diploma in Management (Marketing and Finance) from the Indian Institute of Management, Lucknow and a Bachelor's Degree in Electronics and Telecommunication Engineering from Regional Engineering College, Nagpur
Experience (including expertise in specific functional area) / Brief Resume	Mr. Natarajan Venkataraman is a seasoned business leader with extensive experience in the retail and consumer goods sectors. For detailed profile, please refer Company's website: www.lotuschocolate.com
Terms and conditions of Appointment	As per the resolution set out at Item No. 5 of this Notice read with the Explanatory Statement pursuant to Section 102(1) of the Act thereto.
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	Not Applicable
Remuneration proposed to be paid	As per the resolution at item no. 5 of this Notice read with the Explanatory Statement pursuant to Section 102(1) of the Act thereto.
Date of first Appointment on the Board	July 16, 2025
Number of meetings of the Board attended	FY 2024-25: Not Applicable FY 2025-26 (till the date of this Notice): 100% (1 meeting held)
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorships of other Boards as on March 31, 2025	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2025	Nil
Listed entities from which the Director has resigned in the past three years	Nil