

RAKHI AGARWAL & ASSOCIATES

Company Secretaries

A-10, Janata Hsg. Society, Shyamlal Building,
(Opp. Pantaloons) Begumpet, Hyderabad.

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Scrutinizers Report

To

The Chairman,

Lotus Chocolate Company Limited

8-2-596, 1st Floor, 1B, Sumedha Estates Avenue – 4,

IVRCL Towers, St No. 1, Road No. 10, Banjara Hills ,

Hyderabad – 500 034.

CIN NO. L15200AP1988PLC009111

Dear Sir,

1. the Board of Directors of Lotus Chocolate Company Limited (the Company) by means of resolution dated 12th February, 2015 appointed me as scrutinizer for the purpose of scrutinizing the postal ballot voting process.
2. I submit my report as under:
 - 2.1 The Company mailed notice to all members/shareholders of the company on 19.02.2015.
 - (a) In physical mode along with postal ballot form and a self-addressed pre-paid Business Reply Envelope, to those shareholders, whose e-mail id is not registered; and
 - (b) In electronic form through CIL Securities Limited Along with user id and password to the member whose e-mail id is registered with the Company as on 19.02.2015
 - 2.2 Particulars of all postal ballot received from members have been entered in the register separately maintained for the purpose.
 - 2.3 The postal ballot forms were under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots form.
 - 2.4 The ballot box was opened in front of Shri. GS Ram, Whole Time Director of the company.

- 2.5 The postal ballots were duly opened/accessed in my presence and scrutinized and the shareholding were matched/ confirmed with the Register of Members/ list of Beneficiaries of the company as on 13th February, 2015
 - 2.6 All postal ballot forms received upto the close of working hours upto 5:30 p.m. on 25th March, 2015 being the last date and time fixed by the company for receipt of the forms were considered for scrutiny.
 - 2.7 Envelopes containing postal ballot forms received after close of working hours on 25th March, 2015 were not considered for scrutiny. Such envelopes aggregated to Nil which are not opened and separately kept.
 - 2.8
 - a. Envelopes containing postal ballot received after close of working hours on 25th March, 2015 treated as if the reply from such shareholder(s) has not been received as per the instruction in the postal ballot form.
 - b. postal ballot with the defects as mentioned in the instruction in the postal ballot form were rejected and not considered.
 - c. shareholders who have cast votes for more shares than actual holding has been considered as invalid.
3. A summary of the postal ballots received and E-Voting is attached:
 4. I have handed over the Postal Ballot Forms and other related papers/register and records for safe custody to the Company Secretary of the company who is authorised by the board to supervise the postal ballot process with e-voting facility.
 5. You may accordingly declare the result of voting by postal ballot and e-voting.

For, **RAKHI AGARWAL AND ASSOCIATES**

RAKHI AGARWAL

Sd/-

COMPANY SECRETARY

FCS. NO.: 7047

CP. NO.: 6270

Date:28.03.2015

Place: Hyderabad

ITEM NO.1

Substitution of Articles of Association of the company as given bellow:

Sl. No.	Particulars	No. of postal ballot forms.	No. of shares.
1.	(a) Total Postal Ballots Received	2	200
	(b) Total E-Voting options received	16	9405319
2.	Total Votes Received (a+b)	18	9405519
3.	(a) Postal ballot forms with assent	2	200
	(b) E-Voting options with assent	16	9405319
	Total Assent (a+b)	18	9405519
4.	(a) Postal ballot forms with dissent	0	
	(b) E-Voting options with dissent	0	
	Total Dissent (a+b)		

THERE WERE NO INVALID VOTES.

RESOLUTION PASSED WITH REQUISITE MAJORITY.

ITEM NO. 2(a)

Appointment of Shri. Bharathan Rajagopalan Thatai as Independent Director of the company as given bellow:

Sl. No.	Particulars	No. of postal ballot forms.	No. of shares.
1.	(a) Total Postal Ballots Received	2	200
	(b) Total E-Voting options received	16	9405319
2.	Total Votes Received (a+b)	18	9405519
3.	(a) Postal ballot forms with assent	2	200
	(b) E-Voting options with assent	15	9405318
	Total Assent (a+b)	17	9405518
4.	(a) Postal ballot forms with dissent	0	
	(b) E-Voting options with dissent	0	
	Total Dissent (a+b)		

**ONE EVOTING FORM ABSTAINED WITH ONE SHARE.
THERE WERE NO INVALID VOTES.
RESOLUTION PASSED WITH REQUISITE MAJORITY.**

ITEM NO. 2(b)

Appointment of Shri. Rabindranath Jarugumilli as Independent Director of the company as given bellow:

Sl. No.	Particulars	No. of postal ballot forms.	No. of shares.
1.	(a) Total Postal Ballots Received	2	200
	(b) Total E-Voting options received	16	9405319
2.	Total Votes Received (a+b)	18	9405519
3.	(a) Postal ballot forms with assent	2	200
	(b) E-Voting options with assent	15	9405318
	Total Assent (a+b)	17	9405518
4.	(a) Postal ballot forms with dissent	0	0
	(b) E-Voting options with dissent	1	1
	Total Dissent (a+b)	1	1

THERE WERE NO INVALID VOTES.

RESOLUTION PASSED WITH REQUISITE MAJORITY.

ITEM NO. 3(a)

Limits of Borrowings under section 180(1)(c) of the Companies Act, 2013 (Special Resolution)

Sl. No.	Particulars	No. of postal ballot forms.	No. of shares.	% of total shares representing valid votes
1.	(a) Total Postal Ballots Received	2	200	0.0021%
	(b) Total E-Voting options received	16	9405319	99.997%
2.	Total Votes Received (a+b)	18	9405519	100%
3.	(a) Postal ballot forms with assent	2	200	0.0021%
	(b) E-Voting options with assent	15	9405318	99.996%
	Total Assent (a+b)	17	9405518	99.998%
4.	(a) Postal ballot forms with dissent	0	0	
	(b) E-Voting options with dissent	1	4800	
	Total Dissent (a+b)	1	4800	

THERE WERE NO INVALID VOTES.

RESOLUTION PASSED WITH REQUISITE MAJORITY.

ITEM NO. 3(b)

Providing Security under section 180(1)(a) of the Companies Act, 2013
(Special Resolution)

Sl. No.	Particulars	No. of postal ballot forms.	No. of shares.	% of total shares representing valid votes
1.	(a) Total Postal Ballots Received	2	200	0.0021%
	(b) Total E-Voting options received	16	9405319	99.997%
2.	Total Votes Received (a+b)	18	9405519	100%
3.	(a) Postal ballot forms with assent	2	200	0.0021%
	(b) E-Voting options with assent	15	9405318	99.996%
	Total Assent (a+b)	17	9405518	99.998%
4.	(a) Postal ballot forms with dissent	0	0	
	(b) E-Voting options with dissent	1	4800	
	Total Dissent (a+b)	1	4800	

THERE WERE NO INVALID VOTES.

RESOLUTION PASSED WITH REQUISITE MAJORITY.