

RAKHI AGARWAL & ASSOCIATES

Company Secretaries

A-10, Janata Hsg. Society, Shyamlal Building,
(Opp. Pantaloons) Begumpet, Hyderabad.
Email: rakhiagarwal79@yahoo.com
Mobile No. 9246530679

Scrutinizers Report on e-voting

**[Pursuant to Section 108 of Companies Act, 2013 and Rules 20(3) (xi) of
Companies (Management and Administration) Rules, 2014]**

To

The Chairman,

Lotus Chocolate Company Limited

Hyderabad,

Telangana

Dear Sir,

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, have been appointed by the Board of Directors of Lotus Chocolate Company Limited (the Company) as scrutinizer for the purpose of scrutinizing the e-voting process in fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of Companies Act, 2013 and Rules 20(3) (xi) of Companies (Management and Administration) Rules, 2014 for the proposed resolution as contained in the notice of the 25th Annual General Meeting of the members of the company to be held on 30th September, 2014 At 10.00 A.M. at the LIC Bhavan, Lions Bhavan, Paradise, Secunderabad, Telangana.

The management of the Company is responsible to ensure the compliance with requirements of Companies Act, 2013 and rules relating to voting through electronics means on the resolutions contained in the notice of the 25th Annual General Meeting of the members of the company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a report on the votes cast "in favour" or "in against" the said resolutions, based on the reports generated from the e-voting system provided by Central Depository Services Limited, the authorized agency to provide e-voting facilities engaged by the Company.



We submit or report as under:

1. The e-voting period remained open from Tuesday, 23rd September, 2014 (09.00 A.M IST) to Wednesday, 24th September, 2014 (6.00 PM IST).
2. The members of the company as on the "cut off" date i.e. 22.09.2014 were entitled to vote as set out in the notice of the 31st Annual General Meeting.
3. The votes were unblocked from the e-voting website of Central Depository Services Limited (<http://www.evotingindia.co.in>) on 22.09.2014 at 9.00 A.M. in the presences of two witnesses Ms. Babita and Ms. Pratyusha who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Babita



Pratyusha

Thereafter, details containing inter-alia, list of shareholders who voted "for" or "against" as set out in the notice of the 25th Annual General Meeting of the company that were put to vote, were generated from the e-voting website of CDSL and based upon such reports generated, the result of e-voting is annexed.

All the relevant records of electronic voting remain in our safe custody until Chairman considers, approve and signs the minutes of 25th Annual General Meeting and same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,


(Rakhi Agarwal)

CP no. 6270

FCs no. 7047

Place: Hyderabad

Date: 01/10/2014

RAKHI AGARWAL & ASSOCIATES

Company Secretaries

A-10, Janata Hsg. Society, Shyamlal Building,
(Opp. Pantaloons) Begumpet, Hyderabad.
Email: rakhiagarwal79@yahoo.com
Mobile No. 9246530679

FORM No. MGT-13

REPORT OF SCRUTINIZER

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman

25th Annual General Meeting of the Equity Shareholders of Lotus Chocolate Company Limited held on Tuesday , 30th September, 2014 at 10.00 A.M. at the LIC Bhavan, Lions Bhavan, Paradise, Secunderabad, Telangana.

Dear Sir,

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of the Company held on Tuesday , 30.09.2014 at 10.00 A.M. at the LIC Bhavan, Lions Bhavan, Paradise, Secunderabad, Telangana , submit my report as under:


1. After the time fixed for closing of the poll by the Chairman, One (1) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently were opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled for records maintained by the Registrar and Share Transfer Agent of the Company, M/S.CIL SECURITIES LIMITED, Hyderabad and the authorizations/proxies lodged with the Company.
3. The poll papers 2 nos. which were incomplete and/or otherwise found defective have been treated as invalid and were kept separately.



4. The result of the poll is attached herewith as Annexure 'A'.
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" or those whose were declared invalid/abstain from voting for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,


(Rakhi Agarwal)

CP no. 6276

FCs no. 7047

Place: Hyderabad

Date: 01/10/2014

Witnesses 1:

B. Chit.

Witnesses 2:

Ch. Prathika.

**1. Ordinary Resolution : item no.1 passed with requisite majority
Consideration and Adoption of Annual accounts as on March 31,
2014 and the reports of the Directors and Auditors thereon.**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the favour of the resolution	35	35	100
(ii)	Voted in the against of the resolution	0	0	0
(iii)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**2. Ordinary Resolution : item no.2 passed with requisite majority
Appointment of Auditors and fixing their remuneration**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the favour of the resolution	35	35	100
(ii)	Voted in the against of the resolution	0	0	0
(iii)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



**3. Ordinary Resolution : item no.3 passed with requisite majority
Re-Appointment of Director Sri Abhijeet Pai**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the favour of the resolution	35	35	100
(ii)	Voted in the against of the resolution	0	0	0
(iii)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**4. Ordinary Resolution : item no.4 passed with requisite majority
Re-Appointment of Director Sri Gottemukkala Venkatapathi Raju**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the favour of the resolution	35	35	100
(ii)	Voted in the against of the resolution	0	0	0
(iii)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



**5. Special Resolution : item no.5 passed with requisite majority
Re-appointment and Revision of remuneration of Sri. Ganpath
Subramanya Ram as Whole Time Director**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the favour of the resolution	35	35	100
(ii)	Voted in the against of the resolution	0	0	0
(iii)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	

**6. Special Resolution : item no.6 passed with requisite majority
Re-appointment of Sri Dilip Mangesh Kalelkar as Whole Time
Director**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the favour of the resolution	35	35	100
(ii)	Voted in the against of the resolution	0	0	0
(iii)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



**7. Special Resolution : item no.7 passed with requisite majority
Appointment of Cost Auditor M/s. SVRR and Associates**

Particulars		Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Voted in the favour of the resolution	35	35	100
(ii)	Voted in the against of the resolution	0	0	0
(iii)	Invalid/abstain votes	Total number of members (in person or proxy) whose votes were declared invalid	Total number of votes cast by them	
		0	0	



RAKHI AGARWAL & ASSOCIATES

Company Secretaries

A-10, Janata Hsg. Society, Shyam Lal Building,
(Opp. Pantaloons) Begumpet, Hyderabad.
Email: rakhiagarwal79@yahoo.com
Mobile No. 9246530679

COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL

To,

The Chairman

25th Annual General Meeting of the Equity Shareholders of Lotus Chocolate Company Limited held on Tuesday, 30th September, 2014 at 10.00 A.M. at the LIC Bhavan, Lions Bhavan, Paradise, Secunderabad, Telangana.

Dear Sir,

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, have been appointed as Scrutinizer for the e-voting and for the poll held at 25th Annual General Meeting of the company on 30th September, 2014.

The Company had appointed CDSL, as the service provider, for executing the facility of electronic voting to the shareholders of the company. All the resolutions set forth in the Annual General Meeting notice. The e-voting results were unblocked by me on 22.09.2014 in the presences of two witnesses and the details are given in the scrutinizer report on e-voting dated 30.09.2014.

At the 25th Annual General Meeting of the Company held on 30.09.2014, the Chairman of the company had suo moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. For further details kindly refer to my Scrutinizer Report in Form MGT-13 dated 01.10.2014.

The results of the e-voting together with that the poll is annexed herewith.



All the resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider, both electronically and manually, in respects of the votes cast through e-voting and poll by the shareholders of the Company and the same shall be handed over to the Company secretary for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,



(Rakhi Agarwal)

CP no. 6270 FCs no. 7047

Place: Hyderabad

Date: 01/10/2014

RAKHI AGARWAL & ASSOCIATES
Company Secretaries

A-10, Janata Hsg. Society, Shyamlal Building,
(Opp. Pantaloons) Begumpet, Hyderabad.
Email: rakhiagarwal79@yahoo.com
Mobile No. 9246530679

Details of voting results

Details as Per clause 35A of the Listing Agreement with Stock Exchanges as per SEBI - Amendments to Equity Listing Agreement	
Date of AGM	September 30 th , 2014
Total number of Shareholders on record date	10472
Number of Shareholders present in the meeting either in person or in proxy:	35
Promoter and promoter group:	4
Public:	31
No. of Shareholders who attended the meeting through Video Conferencing:	Not arranged
(a) Promoter and promoters group	
(b) Public	



Agenda-wise

The mode of voting for all resolutions was E-voting and Poll conducted at the Meeting.

Resolution no. 1-

To Consider and Adopt Annual accounts as on March 31, 2014 and the reports of the Directors and Auditors thereon. – Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of votes in favou r (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	9253 020	9253 020	100	9253 020	0	100	0
Public- Institution al holders	3900	3900	100	3900	0	100	0
Public- others	3584 129	3584 129	100	3583 829	300	99.991	0.00837

Resolution no. 2-

Appointment of Auditors and fixing their remuneration- Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of votes in favou r (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	9253 020	9253 020	100	9253 020	0	100	0
Public- Institution	3900	3900	100	3900	0	100	0



al holders							
Public- others	3584 129	3584 129	100	3583 829	300	99.991	0.00837

Resolution no. 3-

Re-Appointment of Director Shri Abhijeet Pai- Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of votes in favou r (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	9253 020	9253 020	100	9253 020	0	100	0
Public- Institution al holders	3900	3900	100	3900	0	100	0
Public- others	3584 129	3584 129	100	3583 829	300	99.991	0.00837

Resolution no. 4-

Re-Appointment of Director Sri Gottemukkala Venkatapathi Raju- Ordinary Resolution

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of votes in favou r (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	9253 020	9253 020	100	9253 020	0	100	0
Public- Institution al holders	3900	3900	100	3900	0	100	0
Public- others	3584 129	3584 129	100	3583 829	300	99.991	0.00837



Resolution no. 5-

Re-appointment and Revision of remuneration of Sri. Ganpath Subramanya Ram as Whole Time Director- Special Resolution

Promoter/ Public	Number of shares held (1)	No. of votes polled (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of votes in favou r (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	9253 020	9253 020	100	9253 020	0	100	0
Public- Institution al holders	3900	3900	100	3900	0	100	0
Public- others	3584 129	3584 129	100	3583 829	300	99.991	0.00837

Resolution no. 6-

Re-appointment of Sri Dilip Mangesh Kalelkar as Whole Time Director-
Special Resolution

Promoter/ Public	Number of share s held (1)	No. of votes polled (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of votes in favou r (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	9253 020	9253 020	100	9253 020	0	100	0
Public- Institution al holders	3900	3900	100	3900	0	100	0
Public- others	3584 129	3584 129	100	3583 829	300	99.991	0.00837



Resolution no. 7-**Appointment of Cost Auditor M/s. SVRR and Associates- Special Resolution**

Promoter/ Public	Num ber of share s held (1)	No. of votes polle d (2)	% of vote polled on outstandi ng shares [(3)=(2)/(1) *100]	No. of votes in favou r (4)	No. of vote s in agai nst (5)	% of votes in favour on votes polled [(6)=(4)/(2) *100]	% of votes in against on votes polled [(7)=(5)/(2) *100]
Promoter and promoter group	9253 020	9253 020	100	9253 020	0	100	0
Public- Institution al holders	3900	3900	100	3900	0	100	0
Public- others	3584 129	3584 129	100	3583 829	300	99.991	0.00837

