



To,

Shri P. Prakash Pai,

Chairman,

LOTUS CHOCOLATE COMPANY LIMITED

Lions Bhavan, Near Paradise Circle,

Secunderabad.

Dear Sir,

**Subject: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of Companies Act, 2103 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the Annual General Meeting of LOTUS CHOCOLATE COMPANY LIMITED held on Tuesday, September 29<sup>th</sup>, 2015 at 10:00 A.M.**

I, Rakhi Agarwal, Practising Company Secretary, Rakhi Agarwal & Associates, Hyderabad, had been appointed as the Scrutinizer by the Board of Directors of LOTUS CHOCOLATE COMPANY LIMITED (the Company), pursuant to Section 108 of Companies Act, 2013, read with Rules 20 of Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders for the proposed resolution as contained in the notice of the 28<sup>TH</sup> Annual General Meeting of the members of the company to be held on 29<sup>th</sup> September, 2015 At 10:00 A.M at the Lions Bhavan, Near Paradise Circle, Secunderabad.

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 28th Annual General Meeting of the members of the company. Our responsibility as a scrutinizer for the e-voting process is restricted to make



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.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding share as on "cut off" date of September 22<sup>nd</sup>, 2015 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

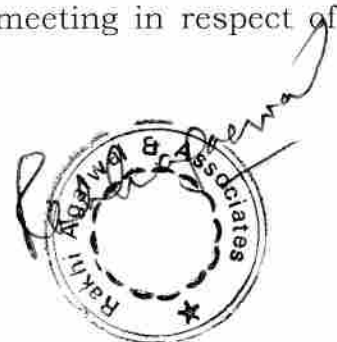
The voting period for remote e-voting commenced on Saturday, 26<sup>th</sup> September, 2015 (10.00 A.M IST) to Monday, 28<sup>th</sup> September, 2015 (5.00 PM IST) and the CDSL E-Voting Platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting (AGM) the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter blocked in the presences of two witnesses who are not in the employment of the company and after the conclusion of the voting at the AGM, the votes cast thereunder were counted. Votes casts through physical ballot forms received upto Monday, 28<sup>th</sup> September 2015 were also considered.

I have scrutinised and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

I now submit my consolidated report as under on the result of the remote e-voting / physical ballot forms and voting at the meeting in respect of the said resolutions.

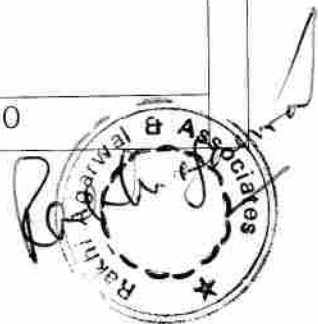


**1. Ordinary Resolution : item no.1 passed with requisite majority  
Consideration and Adoption of Annual accounts as on March 31,  
2015 and the reports of the Directors and Auditors thereon.**

| 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 <b>favour</b> of the resolution  | 52   | 52                                 | 100                                   |
| (ii)        | Voted in the <b>against</b> of the resolution | 0  | 0                                  | 0                                     |
| (iii)       | <b>Invalid/abstain</b> 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  
Re-Appointment of 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 <b>favour</b> of the resolution  | 52   | 52                                 | 100                                   |
| (ii)        | Voted in the <b>against</b> of the resolution | 0  | 0                                  | 0                                     |
| (iii)       | <b>Invalid/abstain</b> 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 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 <b>favour</b> of the resolution  | 52   | 52                                 | 100                                   |
| (ii)        | Voted in the <b>against</b> of the resolution | 0  | 0                                  | 0                                     |
| (iii)       | <b>Invalid/abstain</b> votes                  | Total number of members (in person or proxy) whose votes were declared invalid | Total number of votes cast by them |                                       |
|             |   | 0  | 0                                  |                                       |

All the relevant records of electronic voting remain in our safe custody until Chairman considers, approve and signs the minutes of 28th Annual General Meeting and same shall be handed over thereafter to the Chairperson for safe keeping.

Thanking you,

For Rakhi Agarwal & Associates,

(Rakhi Agarwal)

CP no. 6270

FCs no. 7047

Place: Hyderabad

Date: 30.09.2015

## Details of voting results

| Details as Per clause 35A of the Listing Agreement with Stock Exchanges as per SEBI – Amendments to Equity Listing Agreement |                                   |
|--|-----------------------------------|
| <b>1. Date of AGM</b>  | September 29 <sup>th</sup> , 2015 |
| <b>2. Total number of Shareholders on record date</b>  | 10,249                            |
| <b>3. Number of Shareholders present in the meeting either in person or in proxy:</b>  | 52                                |
| Promoter and promoter group:   | 6                                 |
| Public:  | 46                                |
| <b>4. No. of Shareholders who attended the meeting through Video Conferencing:</b>   | Not arranged                      |
| (a) Promoter and promoters group   |                                   |
| (b) Public   |                                   |

### Agenda – Wise

| Item No. | Agenda   | Resolution Required (Ordinary/ Special) | Mode of Voting (Show of Hands/ Poll/Postal Ballot/E-Voting) | Remarks                        |
|----------|--|---|---|--------------------------------|
| 1.       | To Consideration and Adoption of Annual accounts as on March 31, 2015 and the reports of the Directors and Auditors thereon. | Ordinary                                | E – Voting, Physical Ballot and voting at the Meeting       | Passed with Requisite Majority |
| 2.       | Re-appointment of Smt. Ashwini Pai, as Director of the Company.  | Ordinary                                | E – Voting, Physical Ballot and voting at the Meeting       | Passed with Requisite Majority |
| 3.       | Re-Appointment of Auditors and fixing their remuneration   | Ordinary                                | E – Voting, Physical Ballot and voting at the Meeting       | Passed with Requisite Majority |



**Resolution no. 1-**To Consideration and Adoption of Annual accounts as on March 31, 2015 and the reports of the Directors and Auditors thereon. -

**Ordinary Resolution**

| Promoter/<br>Public                  | Number of<br>shares<br>held (1) | No. of<br>votes<br>polled<br>(2) | % of vote<br>polled on<br>outstandin<br>g shares<br>[[3)=(2)/(1)<br>*100] | No. of<br>votes<br>in<br>favour<br>(4) | No. of<br>votes in<br>against<br>(5) | % of votes<br>in favour on<br>votes polled<br>[[6)=(4)/(2)*<br>100] | % of votes<br>in against<br>on votes<br>polled<br>[[7)=(5)/(2)*<br>100] |
|--------------------------------------|---------------------------------|----------------------------------|---|--|--------------------------------------|---|---|
| Promoter<br>and<br>promoter<br>group | 9253020                         | 9253020                          | 100   | 92530<br>20                            | 0                                    | 100   | 0   |
| Public-<br>Institution<br>al holders | 3900                            | 3900                             | 100   | 3900                                   | 0                                    | 100   | 0   |
| Public-<br>others                    | 3584129                         | 3584129                          | 100   | 822                                    | 18                                   | 99.999  | 0.001   |

**Resolution no. 2-**Re-Appointment of Director Smt. Ashwini Pai- **Ordinary Resolution**

| Promoter/<br>Public                  | Number of<br>shares<br>held (1) | No. of<br>votes<br>polled<br>(2) | % of vote<br>polled on<br>outstandin<br>g shares<br>[[3)=(2)/(1)<br>*100] | No. of<br>votes<br>in<br>favour<br>(4) | No. of<br>votes in<br>against<br>(5) | % of votes<br>in favour on<br>votes polled<br>[[6)=(4)/(2)*<br>100] | % of votes<br>in against<br>on votes<br>polled<br>[[7)=(5)/(2)*<br>100] |
|--------------------------------------|---------------------------------|----------------------------------|---|--|--------------------------------------|---|---|
| Promoter<br>and<br>promoter<br>group | 9253020                         | 9253020                          | 100   | 92530<br>20                            | 0                                    | 100   | 0   |
| Public-<br>Institution<br>al holders | 3900                            | 3900                             | 100   | 3900                                   | 0                                    | 100   | 0   |
| Public-<br>others                    | 3584129                         | 3584129                          | 100   | 722                                    | 118                                  | 99.9967   | 0.0033  |



**Resolution no. 3-Re-Appointment of Auditors and fixing their remuneration- Ordinary Resolution**

| Promoter/<br>Public                  | Number of<br>shares<br>held (1) | No. of<br>votes<br>polled<br>(2) | % of vote<br>polled on<br>outstandin<br>g shares<br>[(3)=(2)/(1)<br>*100] | No. of<br>votes<br>in<br>favour<br>(4) | No. of<br>votes in<br>against<br>(5) | % of votes<br>in favour on<br>votes polled<br>[(6)=(4)/(2)*<br>100] | % of votes<br>in against<br>on votes<br>polled<br>[(7)=(5)/(2)*<br>100] |
|--------------------------------------|---------------------------------|----------------------------------|---|--|--------------------------------------|---|---|
| Promoter<br>and<br>promoter<br>group | 9253020                         | 9253020                          | 100   | 92530<br>20                            | 0                                    | 100   | 0   |
| Public-<br>Institution<br>al holders | 3900                            | 3900                             | 100   | 3900                                   | 0                                    | 100   | 0   |
| Public-<br>others                    | 3584129                         | 3584129                          | 100   | 722                                    | 118                                  | 99.9967   | 0.0033  |

