



RAKHI AGARWAL
Company Secretary

6-3-660, Flat 520, Block-4,
Amrit Apartments, Kapadia Lane,
Somajiguda, Hyderabad-500 082
Email: rakhiagarwal79@yahoo.com
Cell: +91 9246530679

SCRUTINIZER'S REPORT

To,

The Chairman
of 29th Annual General Meeting,
LOTUS CHOCOLATE COMPANY LIMITED
Address:- 8-2-596, 1st Floor, 1B, Sumedha Estates,
Avenue-4, Puzzolana Tower, Street No.1,
Road no. 10, Banjara Hills, Hyderabad- 500 034 (TG)

Sub: Electronic-Voting Process under Section 108 of The Companies Act, 2013 ("The Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014("The Rules") and amendments thereof and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

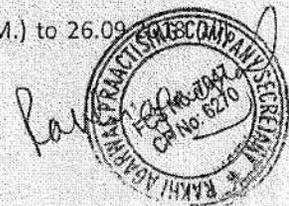
I, Rakhi Agarwal, Company Secretary in Practice, have been appointed by the Board of Directors of Lotus Chocolate Company Limited ("The Company") as Scrutinizer for the purpose of Scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice (hereinafter referred to as "the resolutions") of the 29th Annual General Meeting of the members of the Company, held on Thursday, 27th September, 2018 at 10:00 A:M at Lions Bhavan, Near Paradise Circle, Secunderabad-500 003(TG).

The 29th Annual Report containing the Notice for convening the Annual General Meeting of the Company along with the e-voting details in accordance with the section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014.

The Management of the Company is responsible to ensure the Compliance with requirements of the Act and the Companies (Management and Administration) rules, 2014 as amended from time to time. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of votes cast "in Favour" or "Against" the resolutions and "Invalid" votes based on report generated from the electronic platform provided by the Central Depository Services (India) limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period was remained open from 22.09.2018(From 10:00 A.M.) to 26.09.2018(05:00 P:M).



2. The Members of the Company as on cut-off date i.e. 20.09.2018 were entitled to vote on the resolutions in the Notice of the 29th Annual General Meeting.
3. The votes cast were unblocked on Thursday, the 27th Day of September, 2018 in the presence of two witnesses, Mr. Mohd. Shafi and Mr. Mohd. Dawood, who are not in the employment of the Company.
4. The e-voting results with details of equity shareholders who have voted in favour of the resolutions or against the resolutions and those who have abstained from voting were downloaded from the website of the Central Depository Services (India) Limited i.e. <http://www.evotingindia.com>.
5. Based on such e-voting records received, I hereby report the E-Voting Result on Ordinary and Special Businesses as under:

Resolution No. 1:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the year ended 31st March, 2018 along with the Auditors' Report, Boards' Report & Corporate Governance Report thereon.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4212	403	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 2:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To appoint a Director in place of Shri. Peraje Prakash Pai, who retires by rotation and being eligible offers himself for re-appointment.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0



Resolution No. 3:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To appoint a Director in place of Smt. Ashwini Pai, who retires by rotation and being eligible offers herself for re-appointment.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4212	403	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 4:

Nature of Resolution :	Ordinary Resolution.			
Subject matter:	To approve the threshold limit for Related Party Transactions.			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 5:

Nature of Resolution :	Special Resolution.			
Subject matter:	To re-appoint Shri. Dilip Mangesh Kelekar as whole time Director of the Company			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

Resolution No. 6:

Nature of Resolution :	Special Resolution.			
Subject matter:	To re-appoint Shri. Gottemukkala Venkatapathi Raju, as Independent Director of the Company			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

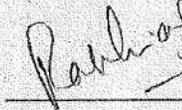


Resolution No. 7:

Nature of Resolution :	Special Resolution.			
Subject matter:	To re-appoint Shri. Bharathan Rajagopalan Thatai, as Independent Director of the Company			
Result on the aforesaid resolution				
Details of voting	No. of Shareholders Voted	Assent/(For) No. of Voted Ratio	Dissent(Against) No. of voted ratio	Invalid Votes
E-Voting	4615	4039	576	0
Poll at AGM	7321977	7321977	7321977	0

Thanking you,

Yours Faithfully,



Rakhi Agarwal
Practising Company Secretary
FCS:- 7047
CP. No.:- 6270

Date:- 27.09.2018
Place:- Hyderabad

**29TH ANNUAL GENERAL MEETING
CONSOLIDATED VOTING RESULTS**

Date of AGM	27.09.2018
Total Number of Shareholders on record date: (Cut-off date for determining the No. of Shareholders entitled to cast their Vote- 20.09.2018)	
No. of Shareholders present in the meeting either in person or through Proxy:	
Promoter and Promoter Group-	03
Public-	93
No. of Shareholders attended the Meeting through Video Conferencing:	
Promoter and Promoter Group-	00
Public-	00

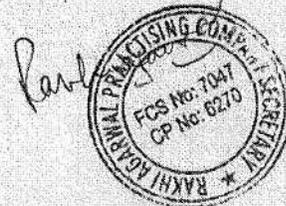
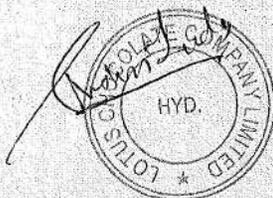
ORDINARY BUSINESS:

Item No.1:- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the year ended 31st March, 2018 along with the Auditors' Report, Boards' Report & Corporate Governance Report thereon.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public:- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4212	403	91.27	8.73
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,189	403	99.99	00.01

Item No.2:- To appoint a Director in place of Shri. Peraje Prakash Pai, who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public:- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01



Item No.3:- To appoint a Director in place of Smt. Ashwini Pai, who retires by rotation and being eligible offers herself for re-appointment.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public:- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4212	403	91.27	8.73
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,189	403	99.99	00.01

SPECIAL BUSINESS:

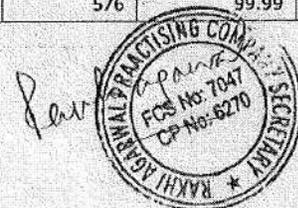
Item No.4:- To approve the threshold limit for Related Party Transactions:

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						YES		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	No. of votes polled*	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433	-	100.00	-
TOTAL		1,28,41,049	8,048	00.062	7,472	576	92.85	07.15

*Includes abstain/restricted Votes.

Item No.5:- To re-appoint Shri. Dilip Mangesh Kelekar as whole time Director of the Company-

Resolution Required:						Special Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public:- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01



Item No.6:- To re-appoint Shri. Gottemukkala Venkatapathi Raju, as Independent Director of the Company-

Resolution Required:						Special Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public:- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01

Item No.7:- To re-appoint Shri. Bharathan Rajagopalan Thatal, as Independent Director of the Company-

Resolution Required:						Special Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						NO		
Category	Mode of Voting No. of Shares Held as on Cut- off Date	No. of Shares held on cut-off date	No. of votes polled	% of Votes polled on Outstanding Shares	No. of Votes in favour	No. of Votes Against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
Promoter and Promoter Group	e-Voting	92,53,520	-	-	-	-	-	-
	AGM Poll		73,18,544	79.08	73,18,544	-	100.00	-
Public:- Institutions	e-Voting	3,900	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
Public:- Non- Institutions	e-Voting	35,83,629	4,615	00.12	4,039	576	87.55	12.45
	AGM Poll		3,433	00.09	3,433	-	100	-
TOTAL		1,28,41,049	73,26,592	57.056	73,26,016	576	99.99	00.01

