



RAKHI AGARWAL
Company Secretary in Practice

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CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman of the 31st Annual General Meeting of the members of M/s. **Lotus Chocolate Company Limited** ('the Company') held on Monday, 30th November, 2020 at 09.00 A.M. through Video Conferencing/ Other Audio Visual Means.

Dear Sir,

Sub: Consolidated Scrutinizers Report of remote e-voting and e-voting at the 31st Annual General Meeting.

I, **Rakhi Agarwal**, Company Secretary in Practice, Hyderabad have been appointed as the Scrutinizer by a resolution passed by the Board at its Meeting held on 03rd November, 2020, to scrutinize the:

- a) **Remote e-voting process**, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014, for the item nos. from 1 to 2 proposed as ordinary resolutions at the 31st Annual General Meeting held on Monday, 30.11.2020 at 09.00 A.M. through video conferencing (VC) / other Audio Visual means (OAVM).
- b) **Electronic Voting System** during the AGM through VC/OAVM, pursuant to circulars issued by the Ministry of Corporate Affairs (MCA) dated May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated May 12, 2020, provided by the Company for the shareholders who have not casted their vote(s) through remote e-voting process prior to AGM but casted vote(S) through e-voting system during the AGM.

The Company has dispatched the notice (together with Annual Report of the Company for FY 2019-20) in respect of the below stated resolutions was sent electronically to all the shareholders of the Company whose email addresses were registered with the Company/Depositories in Compliance with the above said MCA Circulars and SEBI Circular.

The Company engaged Central Depository Services (India) Limited (CDSL) to provide remote e-voting facility to the shareholders of the Company. The shareholders of the Company holding shares as on November 23, 2020 (the cut-off date) were entitled to cast their vote on the resolutions as contained in the notice of AGM. The voting period for remote e-voting commenced on November 27, 2020 from 9:00 a.m. to 5.00 p.m. on November 29, 2020 and the CDSL e-voting platform was deactivated thereafter.



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.

I hereby submit my report as under:

1. The Shareholders holding shares as on 23rd November, 2020 being cut-off date were entitled to vote electronically on the proposed resolutions mentioned in the Notice of the Annual General Meeting.
2. The remote e-voting period remained open from 9.00 A.M. (IST) on 27th November, 2020 to 5.00 P.M. (IST) on 29th November, 2020.
3. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/ OAVM, who had not cast their votes on resolutions through remote e-voting prior to the AGM.
4. Upon conclusion of the e-voting period the votes were unblocked by me on 30th November, 2020 at 09:28 a.m. in the presence of two witnesses who are not in employment of the Company.
5. I have collated the votes cast by remote e-voting process prior to the AGM and e-voting at the AGM to declare the final results for the resolutions forming part of the Annual General Meeting Notice and ascertained the number of votes "in favour" or "against" or "invalid/abstained".
6. Soft copy of the List of members, for both e-voting at the AGM as well as remote e-voting prior to the AGM, containing the details of members who voted 'for', 'against' and those whose votes were considered as invalid for each resolution will be sent to the Company Secretary, after the announcement of the results by the Company.

I hereby submit the consolidated scrutinizer's report as per Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the results for every resolution under remote e-voting and e-voting at the AGM, which is annexed herewith.

I confirm that the Registers and records generated from the e-voting platform of Service Provider including the Registers maintained by us in respect of the votes cast through electronic means are being maintained in electronic form.



The Registers and all other records/papers relating to e-voting will remain in our safe custody until the Chairman considers, approves and signs the minutes and thereafter the same will be returned. The combined results as per the provisions of Section 108 of the Act & rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for every resolution under remote e-voting and electronic voting during the AGM are as follows:

ITEM NO. 1 - Ordinary Resolution							
To consider and approve the Audited Financial Statements for the year ended 31 st March, 2020 with the Report of the Boards of Directors, Corporate Governance and the Auditors thereon.							
ASSENT			DISSENT			SUMMERY	
No. of shareholders	No. of Shares	% of valid votes cast	No. of shareholders	No. of Shares	% of valid votes cast	No. of shareholders	No. of Shares
54	9057504	100	-	-	-	54	9057504

ITEM NO. 2 - Ordinary Resolution							
To appoint a Director in place of Shri. Ram Subramanya Ganpath, who retires by rotation and being eligible offers himself for re-appointment							
ASSENT			DISSENT			SUMMERY	
No. of shareholders	No. of Shares	% of valid votes cast	No. of shareholders	No. of Shares	% of valid votes cast	No. of shareholders	No. of Shares
54	9057504	100	-	-	-	54	9057504

Thanking you,

Yours Faithfully,



Practising Company Secretary

CP. No.:- 6270

UDIN: F007047B001357253

Date: 30.11.2020

Place: Hyderabad



Lotus Chocolate Company Ltd.
(An ISO 22000:2005 Certified Company)

Sumedha Estates (Puzzolana Towers),
Avenue - 4, Street No. - 1, (Old Road No. 10),
Banjara Hills, Hyderabad - 500 034, TS, INDIA.
Tel : 91-40-2335 2607 / 08 / 09
Fax : 91-40-2335 2610
E-mail : info@lotuschocolate.com
Web : www.lotuschocolate.com
CIN No. : L15200AP1988PLC009111

Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations 2015

Date of AGM	30.11.2020
Total Number of Shareholders on record date	10046
No. of Shareholders present in the meeting either in person or through Proxy: Promoter and Promoter Group- Public-	N.A.
No. of Shareholders attended the Meeting through Video Conferencing: Promoter and Promoter Group- Public-	02 51

ORDINARY BUSINESS:

Item No.1:- To consider and approve the Audited Financial Statements for the year ended 31st March, 2020 with the Report of the Boards of Directors, Corporate Governance and the Auditors thereon.

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						No		
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on Outstanding Shares(3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled(6)=[(4)/(2)]* 100	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	9253020	8912100	96.31	8912100	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting	2200	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non-Institutions	e-Voting	3585829	145404	4.05	145404	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL		12841049	9057504	70.53	9057504	-	100	0

Susobhan



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Web : www.lotuschocolate.com
CIN No. : L15200AP1988PLC009111

Item No.2:- To appoint a Director in place of Shri. Ram Subramanya Ganpath, 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 (1)	No. of votes polled(2)	% of Votes polled on Outstanding Shares(3)=[(2)/(1)]* 100	No, of Votes in favour(4)	No. of Votes Against(5)	% of Votes in favour on Votes polled(6)=[(4)/(2)]*100	% of Votes against on Votes polled (7)=[(5)(2)]*100
Promoter and Promoter Group	e-Voting	9253020	8912100	96.31	8912100	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting	2200	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non-Institutions	e-Voting	3585829	145404	4.05	145404	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
TOTAL		12841049	9057504	70.53	9057504	-	100	0

Sabir