



**RAKHI AGARWAL**

**Company Secretary in Practice**

6-3-660, Flat 520, Block 4,  
Amrit Apartments, Kapadia Lane,  
Somajiguda, Hyderabad-500082.  
Email: rakhiagarwal79@yahoo.com  
Cell: +91 9246530679

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**CONSOLIDATED SCRUTINIZER'S REPORT**

To,  
The Chairman of the 32<sup>nd</sup> Annual General Meeting of the members of M/s. **Lotus Chocolate Company Limited** ('the Company') held on Saturday, 18<sup>th</sup> September, 2021 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 32<sup>nd</sup> 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 25<sup>th</sup> August, 2021, 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 4 proposed as ordinary resolutions at the 32<sup>nd</sup> Annual General Meeting held on Saturday, 18.09.2021 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 2020-21) 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 September 11, 2021 (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 September 15, 2021 from 9:00 a.m. to 5.00 p.m. on September 17, 2021 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 11<sup>th</sup> September, 2021 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. (ISD) on 15<sup>th</sup> September, 2021 to 5.00 P.M. (ISD) on 17<sup>th</sup> September, 2021.
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 18<sup>th</sup> September, 2021 at 09:32 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:

<b>ITEM NO. 1 - Ordinary Resolution</b>							
<b>To consider and approve the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2021 with the Report of the Boards of Directors, Corporate Governance and the Auditors thereon.</b>							
<b>ASSENT</b>			<b>DISSENT</b>			<b>SUMMARY</b>	
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
68	9435136	100	<b>7</b>	<b>10</b>	<b>0.00</b>	<b>75</b>	<b>9435146</b>

<b>ITEM NO. 2 - Ordinary Resolution</b>							
<b>To appoint a Director in place of Smt Usha Abbagani, who retires by rotation and being eligible offers herself for re-appointment.</b>							
<b>ASSENT</b>			<b>DISSENT</b>			<b>SUMMARY</b>	
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
67	9385439	99.47	8	49707	0.53	75	9435146

<b>ITEM NO. 3 - Ordinary Resolution</b>							
<b>Regularization of Shri Gangasani Sudhakar Reddy as director of the Company.</b>							
<b>ASSENT</b>			<b>DISSENT</b>			<b>SUMMARY</b>	
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
65	9385066	99.47	9	49880	0.53	74	9434946

<b>ITEM NO. 4 - Ordinary Resolution</b>							
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Regularization of Smt Usha Abbagani as director of the Company.							
ASSENT			DISSENT			SUMMARY	
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
67	9385439	99.47	8	49707	0.53	75	9434946

**Thanking you,**

**Yours Faithfully,**

**RAKHI**  
**AGAR**  
**WAL**

Digitally signed by RAKHI  
AGARWAL  
DN: c=IN, o=Personal,  
postalCode=500082,  
st=TELANGANA,  
serialNumber=3b188765b5bb  
2ba55867cb73024039e51c17  
0eaf7465768e9273c1ae993  
a09d36, cn=RAKHI  
AGARWAL  
Date: 2021.09.18 15:30:15  
+05'30'

**Rakhi Agarwal**  
**Practicing Company Secretary**  
**FCS:- 7047**  
**CP. No.:- 6270**  
**UDIN: F007047C000967435**

**Date: 18.09.2021**

**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	18.09.2021
Total Number of Shareholders on record date	10132
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 50

#### ORDINARY BUSINESS:

Item No.1:- To consider and approve the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2021 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	9253020	100	9253020	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting	3400	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non-Institutions	e-Voting	3584679	182126	5.08	182116	10	100	0.00
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>12841049</b>	<b>9435146</b>	<b>73.48</b>	<b>9435136</b>	<b>10</b>	<b>100</b>	<b>0.00</b>



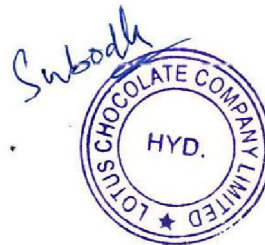


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CIN No. : L15200AP1988PLC009111

**Item No.2:-** To appoint a Director in place of Smt. Abbagani Usha, 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 (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	9253020	100	9253020	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Institutions	e-Voting	3400	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Non-Institutions	e-Voting	3584629	182126	5.08	132419	49707	72.70	27.30
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>12841049</b>	<b>9435146</b>	<b>73.48</b>	<b>9385439</b>	<b>49707</b>	<b>99.47</b>	<b>0.53</b>





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**Item No.3:- Regularization of Shri Gangasani Sudhakar Reddy as director of the Company.**

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	9253020	100	9253020	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Institutions	e-Voting	3400	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public:- Non-Institutions	e-Voting	3584629	182126	5.08	132046	50080	72.50	27.50
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>12841049</b>	<b>9435146</b>	<b>73.48</b>	<b>9385066</b>	<b>50080</b>	<b>99.47</b>	<b>0.53</b>







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**Item No.4:- Regularization of Smt Usha Abbagani as director of the Company.**

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	9253020	100	9253020	-	100	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Institutions	e-Voting	3400	-	-	-	-	-	-
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Non-Institutions	e-Voting	3584629	182126	5.08	132419	49707	72.71	27.29
	AGM Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>TOTAL</b>		<b>12841049</b>	<b>9435146</b>	<b>73.48</b>	<b>9385439</b>	<b>49707</b>	<b>99.47</b>	<b>0.53</b>

