



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

Sumedha Estates(Puzzolana Towers),  
Avenue - 4, Street No.1, Road No.10,  
Banjara Hills, Hyderabad - 500034, T.S., India.  
Tel : 91-40-2335 2607/ 08 / 09  
Fax : 91-402335 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

<b>Date of EGM</b>	<b>February 16, 2023</b>
<b>Total Number of Shareholders on cut-off date i.e. February 9, 2023</b>	<b>14,284</b>
<b>No. of Shareholders present in the meeting either in person or through Proxy:</b>	
Promoter and Promoter Group-	<b>N.A.</b>
Public-	<b>N.A.</b>
<b>No. of Shareholders attended the Meeting through Video Conferencing:</b>	
Promoter and Promoter Group-	<b>6</b>
Public-	<b>46</b>

#### **SPECIAL BUSINESS:**

**Item No.1:- To approve the limit under Section 186 of the Companies Act, 2013.**

<b>Resolution Required:</b>						<b>Special Resolution</b>		
<b>Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:</b>						<b>No</b>		
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	92,54,020	92,54,020	100	92,54,020	0	100	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Institutions	e-Voting	3,400	0	0	0	0	0	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Non-Institutions	e-Voting	35,83,629	9,07,175	25.31	9,07,075	100	99.99	0.01
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>TOTAL</b>		<b>1,28,41,049</b>	<b>1,01,61,195</b>	<b>79.13</b>	<b>1,01,61,095</b>	<b>100</b>	<b>100</b>	<b>0.00</b>

**SUBODHAK ANTA SAHOO**  
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**Item No.2:- To increase the Authorised share capital and consequential alteration to the Capital Clause of the Memorandum of Association 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	92,54,020	92,54,020	100	92,54,020	0	100	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Institutions	e-Voting	3,400	0	0	0	0	0	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Non-Institutions	e-Voting	35,83,629	9,07,175	25.31	9,07,175	0	100	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>TOTAL</b>		<b>1,28,41,049</b>	<b>1,01,61,195</b>	<b>79.13</b>	<b>1,01,61,195</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

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2. postalCode=754121, street=507, BA/1/A  
NANDA SAHOO TALLA MANJUR ROAD,  
pseudonym=188225548409426798F13  
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serialNumber=2296131, dnCa=14c0990293d  
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**Item No.3:- To create, offer, issue and allot Redeemable Preference Shares by way of a preferential allotment on a Private Placement Basis to Reliance Consumer Products Limited, Mr. Abhijeet Pai, Ms. Jhabakh Ashwini Pai and P.M.F. Estates Private Limited.**

Resolution Required:						Special Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						Yes**		
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	92,54,020	0	0.00	0	0	0.00	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Institutions	e-Voting	3,400	0	0	0	0	0	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Non-Institutions	e-Voting	35,83,629	9,07,175	25.31	9,07,175	0	100	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>TOTAL</b>		<b>1,28,41,049</b>	<b>9,07,175</b>	<b>7.06</b>	<b>9,07,175</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

\*\* For the voting results, the votes cast by shareholders who are eligible to vote in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been considered.

**SUBODH AKANTA SAHOO**  
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c=IN, postalCode=500034, st=Telangana, serialNumber=1, streetName=Banjara Hills, streetAddress=Sumedha Estates (Puzzolana Towers), Avenue - 4, Street No. 1, Road No. 10, Banjara Hills, Hyderabad - 500034, T.S., India.  
Date: 2023.02.17 17:19:40+05'30'



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**Item No.4:- To approve Material Related Party Transactions of the Company.**

Resolution Required:						Ordinary Resolution		
Whether Promoter/ Promoter Group are Interested in the Agenda/ Resolution:						Yes <sup>###</sup>		
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	92,54,020	0	0.00	0	0	0.00	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Institutions	e-Voting	3,400	0	0	0	0	0	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public:- Non-Institutions	e-Voting	35,83,629	7,83,714	21.87	7,83,714	0	100	0
	EGM Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>TOTAL</b>		<b>1,28,41,049</b>	<b>7,83,714</b>	<b>6.10</b>	<b>7,83,714</b>	<b>0</b>	<b>100</b>	<b>0.00</b>

<sup>###</sup> For the voting results, the votes cast by shareholders who are eligible to vote in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been considered.

**SUBODHA  
KANTA  
SAHOO**

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**RAKHI AGARWAL**

**Company Secretary in Practice**

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**CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]**

To,  
The Chairman of the Extraordinary General Meeting of the members of **Lotus Chocolate Company Limited** (“**the Company**”) held on Thursday, 16<sup>th</sup> February, 2023 at 11:30 a.m. IST through Video Conferencing/ Other Audio Visual Means.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report of remote e-voting and e-voting at the Extraordinary General Meeting**

I, **Rakhi Agarwal**, Company Secretary in Practice, Hyderabad was appointed as the Scrutinizer by a resolution passed by the Board at its Meeting held on 29<sup>th</sup> December, 2022, to scrutinize the voting process i.e.:

- a) **Remote e-voting**, pursuant to Section 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 of the Companies (Management and Administration) Rules 2014 (“**the Rules**”), for item nos. from 1 and 3 proposed as special resolutions and item nos. 2 and 4 proposed as ordinary resolutions at the Extraordinary General Meeting (“**EGM**”/ **the meeting**”) held on Thursday, 16<sup>th</sup> February, 2023 at 11:30 a.m. IST through video conferencing (“**VC**”)/ Other Audio Visual means (“**OAVM**”).
- b) **Electronic Voting** during the EGM through VC/ OAVM in compliance with the applicable provisions of the Companies Act 2013 (“**the Act**”) and Rules made thereunder read with General Circulars nos. 14/2020 dated 08<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 05<sup>th</sup> May, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 05<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with SEBI Circular dated January 05, 2023 read with circular dated May 13, 2022 and other relevant circulars issued by the Securities and Exchange Board of India (“**SEBI**”), from time to time (hereinafter collectively referred to as “**SEBI Circulars**”), without the physical presence of the Members at a common venue, provided by the Company for the shareholders who had not cast their

vote(s) through remote e-voting prior to EGM but cast vote(s) through e-voting system during the EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Pursuant to the provisions of Sections 101 and 136 of the Act and rules made thereunder and Regulation 36 of the Listing Regulations and in terms of MCA Circulars and SEBI Circulars, the Company dispatched the EGM notice on 25<sup>th</sup> January, 2023, electronically to all the shareholders of the Company whose email addresses were registered with the Company/ Depositories/ Registrar and Share Transfer Agent.

The Notice of the Meeting was also placed on the website of the Company at: <http://www.lotuschocolate.com/>, website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and on the website of the Company's Registrar and Share Transfer Agent, CIL Securities Limited ("**CSL**") at <https://www.cilsecurities.com> and on the website of Central Depository Services (India) Limited ("**CDSL**") at <https://www.evotingindia.com/>, being the agency appointed by the Company to provide to its equity shareholders facility to exercise their right to vote on the resolutions contained in the Notice calling the Meeting using an electronic voting system (i) remotely, before the Meeting on the dates referred to in the Notice ("**Remote e-voting**"); and (ii) at the Meeting ("**E-voting**").

The Company also published newspaper Advertisements on 25<sup>th</sup> January, 2023 in 'Financial Express' (English newspaper), in 'Nav Telangana' (Telugu language newspaper), respectively specifying the day, date and time of the EGM. The Notice of the Meeting was also made available on the website of the Company and CSL.

The shareholders of the Company holding shares as on Thursday, 09<sup>th</sup> February, 2023 ("**cut-off date**") were entitled to cast their votes on the resolutions as contained in the notice of EGM.

**The details of commencement and end of remote e-voting provided by CDSL are given below:**

<b>Commencement of e-Voting</b>	Monday, February 13, 2023 at 09:00 a.m. (IST)
<b>End of e-Voting</b>	Wednesday, February 15, 2023 at 05:00 p.m. (IST)

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 reports generated from the electronic platform provided by CDSL.

I hereby submit my report as under:

1. The Shareholders holding shares as on Thursday, 09<sup>th</sup> February, 2023 being cut-off date were entitled to vote electronically on the proposed resolutions mentioned in the Notice of the EGM.

2. The remote e-voting period remained open from 9:00 a.m. (IST) on 13<sup>th</sup> February, 2023 to 5:00 p.m. (IST) on 15<sup>th</sup> February, 2023.
3. The Company had also provided e-voting facility to the shareholders present at the EGM through VC/ OAVM, who had not cast their votes on resolutions through remote e-voting prior to the EGM.
4. Upon conclusion of the e-voting period, the votes were unblocked by me on 16<sup>th</sup> February, 2023 at 12:01 p.m. in the presence of two witnesses who are not in employment of the Company and / or CSL.
5. I have collated the votes cast by remote e-voting process prior to the EGM and e-voting at the EGM to declare the final results for the resolutions forming part of the Extraordinary 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 EGM as well as remote e-voting prior to the EGM, containing the details of members who voted 'for', 'against' and those whose votes were considered as invalid for each resolution will be sent to Mr. Subodhakanta Sahoo, 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 the Listing Regulations, containing the results for every resolution under remote e-voting and e-voting at the EGM, 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 Listing Regulations for every resolution under remote e-voting and electronic voting during the EGM are as follows:

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes Nos. (vi)
	No. of valid votes (ii)	As a % of total no. of valid votes (in Favour and Against) (iii=ii/ (ii+iv)*100	No. of valid votes (iv)	As a % of total no. of valid votes (in Favour and Against) (v=iv/ (ii+iv)*100	
<b>Item No. 1 –</b> Approve the limit under Section 186 of the Companies Act, 2013 <b>(as a Special Resolution)</b>	1,01,61,095	99.99%	100	0.01%	0
<b>Item No. 2 –</b> Increase the Authorised share capital and consequential alteration to the Capital Clause of the Memorandum of Association of the Company <b>(as an Ordinary Resolution)</b>	1,01,61,195	100%	0	0	0
<b>Item No. 3 –</b> Create, offer, issue and allot Redeemable Preference Shares by way of a preferential allotment on a Private Placement Basis to Reliance Consumer Products Limited, Mr. Abhijeet Pai and Ms. Jhabakh Ashwini Pai and P.M.F Estates Private Limited <b>(as a Special Resolution)</b>	9,07,175	100%	0	0	0
<b>Item No. 4 –</b> Approve Material Related Party Transactions of the Company <b>(as an Ordinary Resolution)</b>	7,83,714	100%	0	0	0



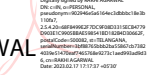
Based on the aforesaid results, I report that all resolutions as set out in items nos. 1 to 4 of the EGM Notice have been passed with requisite majority.

The electronic data and all other relevant records relating to remote e-voting and e-voting at the EGM will be handed over to Mr. Subodhakanta Sahoo, Company Secretary for safe keeping as provided in the Act read with the relevant Rules.

**Thanking you,**

**Yours faithfully,**

RAKHI  
AGARWAL




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Date: 2023.02.17 17:02:57 +05'30'

**Rakhi Agarwal**  
**Practicing Company Secretary**  
**FCS:- 7047**  
**CP. No.:- 6270**  
**UDIN: F007047D003166313**

**Date: 17.02.2023**  
**Place: Hyderabad**

Countersigned by:  
**For Lotus Chocolate Company Limited**

SUBODHAKA  
NTA SAHOO



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**Subodhakanta Sahoo**  
**Company Secretary & Compliance Officer**