



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

29.05.2019/LCCL/SEC/19-20/12

To,
The Manager(Listing Centre)
BSE Limited,
25th Floor, P J Towers,
Dalal Street, Fort,
Mumbai- 400 001(MH)

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report.
Ref: Scrip Code: 523475; ISIN: INE026D01011.

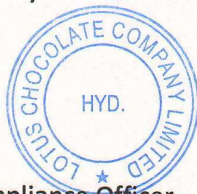
Pursuant to Regulation 24A of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, read with CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the Financial Year 2018 -19 issued by Mrs. Rakhi Agarwal, Practicing Company Secretary.

This is for your Information and record.

Thanking You,

Yours truly,
For Lotus Chocolate Company Limited

Shivani Sarda
Company Secretary & Compliance Officer



Encl:- As Above



SECRETARIAL COMPLIANCE REPORT
OF
LOTUS CHOCOLATE COMPANY LIMITED
for the year ended 31st March, 2019

(Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019, dated 8th February, 2019)

I, **Rakhi Agarwal**, have examined:

- (a) all the documents and records made available to us and explanation provided by Lotus Chocolate Company Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019, in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not attracted during the year under review)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not attracted during the year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not attracted during the year under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not attracted during the year under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;





and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S.No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 19(2)	The Chairperson of the Board was the Chairperson of Nomination and Remuneration Committee.	The Company w.e.f. 12.11.2018, had changed the Chairperson of Nomination and Remuneration Committee

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE Ltd ("the Exchange")	Regulation 19(2)- Non- Compliance with Constitution of Nomination and Remuneration Committee:- The Chairperson of the Board was the Chairperson of Nomination and	Under the Standard Operating Procedures issued by SEBI, the Exchange has issued a letter dated 31.01.2019, to Company, imposing fine under regulation 19(2), for the Quarter ended 31.12.2018.	The Company had complied with the said provision on 13.11.2018, The Company had paid the fine to the Exchange, along with an explanation letter to the effect that the Company had



RAKHI AGARWAL
Company Secretary in Practice

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Cell: +91 9246530679

		Remuneration Committee.		complied with the said provision w.e.f. 13.11.2018.*
<i>The fine amount paid by the Company for the period from 13.11.2018 to 31.12.2018, is under review/approval by the Exchange for refund/ adjustment, as may be deemed fit by the Exchange.</i>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.			NIL	

Date: 23.05.2019
Place: Hyderabad

Rakhi Agarwal
M.No: 7047
CP.No.:6270

