

Sumedha Estates(Puzzolana Towers), Avenue - 4, Street No.1, Road No.10, Banjara Hills, Hyderabad - 500034, T.S., India.

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E-mail: info@lotuschocolate.com
Web: www.lotuschocolate.com
CIN No: L15200AP1988PLC009111

29.05.2023/LCCL/SEC/23-24

To, BSE LimitedPhiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

Scrip Code: 523475

Dear Sir/ Madam,

<u>Sub:</u> Annual Secretarial Compliance Report Pursuant to Regulation 24A of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015.

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 2022-23 issued by Mrs. Rakhi Agarwal, Practicing Company Secretary.

This is for your Information and record.

Thanking You,

Yours truly,

For Lotus Chocolate Company Limited

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Subodhakanta Sahoo
Company Secretary & Compliance Officer

Encl:- As Above



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

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Secretarial Compliance Report of Lotus Chocolate Company Limited For the year ended 31st March, 2023

(Pursuant to SEBI Circular - CIR/CFD/CMD1/27/2019, dated 08th February, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015)

To,

The Board of Directors LOTUS CHOCOLATE COMPANY LTD.

8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4 IVRCL Towers, Street No.1, Rd.10,banjara Hills, Hyderabad, Telangana- 500034

I, Rakhi Agarwal, Practicing Company Secretary, have examined:

- (a) All the documents and records made available to me 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 Financial year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) 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");
- (b) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

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:
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the Review Period)



- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Formerly known as (Share Based Employee Benefits) Regulations, 2014]; (Not applicable during the Review Period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; **Not Applicable during the Review Period**
- (j) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company): Not Applicable during the Review Period and circulars/guidelines issued thereunder;

We have examined the compliance of the above regulations and, circulars, and guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company, we affirm that

Sr.No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*		
1.	Secretarial Standards:	Yes	Not Any		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS)* issued by the Institute of Company Secretaries India (ICSI)				
2.	Adoption and timely updation of the Policies:	Yes	Not Any		
	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities				
	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI				
3.	Maintenance and disclosures on Website:	Yes	Not Any		
	 The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-direct to the relevant document(s)/ section of the website 				
4.	Disqualification of Director:	Yes	Not Any		
	None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013				



5.	Details related to Subsidiaries of listed entities:	NA	Not Any
	(a) Identification of material subsidiary companies(b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	Preservation of Documents:	Yes	Not Any
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation:	Yes	Not Any
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI LODR Regulations, 2015		
8.	Related Party Transactions:	Yes	The listed entity has
	(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions(b) In case no prior approval obtained, the listed		obtained prior approval of Audit Committee for all Related Party Transactions, as
	entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	required.
9.	Disclosure of events or information:	Yes	Not Any
	The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	Prohibition of Insider Trading:	Yes	Not Any
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015		
11.	Actions taken by SEBI or Stock Exchange(s), if any:	Yes	Not Any
	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder		
12.	Additional Non-compliances, if any: There are no additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	Not Any

* The Company has complied with the requirements of Secretarial Standard-1 and Secretarial Standard-2 with respect to (a) Meetings of the Board and its Committees; and (b) General Meetings of Members, respectively, as notified by the Central Government under Section 118(10) of the Companies Act, 2013.

I further report that, during the Review Period:

Date: 29.05.2023

Place: Hyderabad

(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.	Compliance	Regulati	Deviations	Action	Type	Details	Fine	Observations/	Managem	Remarks
No.	Requirement	on/		Taken	of	of	Amount	Remarks of	ent	
	(Regulations/	Circular		by	Action	Violatio		the Practicing	Response	
	circulars/guid	No.				n		Company		
	elines							Secretary		
	including									
	specific									
	clause)									
NIL										

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

S.	Compliance	Regulati	Deviations	Action	Type	Details	Fine	Observations/	Managem	Remarks
No.	Requirement	on/		Taken	of	of	Amount	Remarks of	ent	
	(Regulations/	Circular		by	Action	Violatio		the Practicing	Response	
	circulars/guid	No.				n		Company	_	
	elines							Secretary		
	including									
	specific									
	clause)									
NIL										

(c) The reporting of clause 6(A) and 6(B) of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

Rakhi Agarwal

Practicing Company Secretary

FCS No.: 7047 CP No.: 6270

UDIN: F007047E000414663