

Form No. MGT-7

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L15200TG1988PLC009111

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	LOTUS CHOCOLATE COMPANY LTD.	LOTUS CHOCOLATE COMPANY LTD.
Registered office address	8-2-596, 1st FL, 1B, SUMEDHA ESTATES, AVENUE-4 IVRCL TOWERS, , STREET NO.1, RD.10, BANJ., HILLS, NA, HYDERABAD, Andhra Pradesh, India, 500034	8-2-596, 1st FL, 1B, SUMEDHA ESTATES, AVENUE-4 IVRCL TOWERS, , STREET NO.1, RD.10, BANJ., HILLS, NA, HYDERABAD, Andhra Pradesh, India, 500034
Latitude details	17.415246	17.415246
Longitude details	78.446453	78.446453

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Photograph.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****1R

(c) *e-mail ID of the company

*****tuschocolate.com

(d) *Telephone number with STD code

91*****24

(e) Website

www.lotuschocolate.com

iv *Date of Incorporation (DD/MM/YYYY)

03/10/1988

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

☒ Yes

☐ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	10	Manufacture of Food products	54
2	G	Wholesale and retail trade; repair of motor vehicles and motorcycles	46	Wholesale trade, except of motor vehicles and motorcycleS	46

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

3

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L17110MH1973PLC019786		RELIANCE INDUSTRIES LIMITED	Holding	0
2	U51909MH2006PLC166166		RELIANCE RETAIL VENTURES LIMITED	Holding	0
3	U52300MH2022PLC394370		RELIANCE CONSUMER PRODUCTS LIMITED	Holding	51

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**i SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	14000000.00	12841049.00	12841049.00	12841049.00
Total amount of equity shares (in rupees)	140000000.00	128410490.00	128410490.00	128410490.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	14000000	12841049	12841049	12841049
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	140000000.00	128410490.00	128410490	128410490

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	58793200.00	50793200.00	50793200.00	50793200.00
Total amount of preference shares (in rupees)	587932000.00	507932000.00	507932000.00	507932000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Shares				

Number of preference shares	58793200	50793200	50793200	50793200
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	587932000.00	507932000.00	507932000	507932000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	866760	11974289	12841049.00	128410490	128410490	
Increase during the year	0.00	110211.00	110211.00	1102110.00	1102110.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify Dematerialisation of Shares		110211		1102110	1102110	
Decrease during the year	110211.00	0.00	110211.00	1102110.00	1102110.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify Dematerialisation of Shares	110211		110211.00	1102110	1102110	
At the end of the year	756549.00	12084500.00	12841049.00	128410490.00	128410490.00	
(ii) Preference shares						
At the beginning of the year	0	50793200	50793200.00	507932000	507932000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
At the end of the year	0.00	50793200.00	50793200.00	507932000.00	507932000.00	50793200.00

ISIN of the equity shares of the company

INE026D01011

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation		Number of shares

	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

6433186000

ii * Net worth of the Company

636465421

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	2705085	21.07	12698300	25.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	6549065	51.00	25396600	50.00
10	Others <div></div>				
	Total	9254150.00	72.07	38094900.00	75

Total number of shareholders (promoters)

9

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3184640	24.80	0	0.00
	(ii) Non-resident Indian (NRI)	48106	0.37	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	700	0.01	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	1200	0.01	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	9000	0.07	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	289536	2.25	12698300	25.00
10	Others	53717	0.42		
	Refer Optional Attac				
	Total	3586899.00	27.93	12698300.00	25

Total number of shareholders (other than promoters)

24179

Total number of shareholders (Promoters + Public/Other than promoters)

24188.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	█
2	Individual - Male	█
3	Individual - Transgender	█
4	Other than individuals	24188
	Total	24188.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MERU INVESTMENT FUND PCC-CELL 1	ORBIS FINANCIAL CORPORATION LTD, 4A OCUS TECHNOPOLIS, GOLF CLUB ROAD, SECTOR-54, GURGAON-122002	15/05/2023	Mauritius	9000	0.07

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**[Details of Promoters, Members (other than promoters), Debenture holders]**

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	12751	24179
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	0	8	0	9	0.00	11.33
i Non-Independent	0	5	0	6	0	11.33
ii Independent	0	3	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others						
Total	0	8	0	9	0.00	11.33

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
DIPAK CHAND JAIN	00228513	Director	0	
KRISHNAN SUDARSHAN	01029826	Director	0	
RIDDHI BHIMANI	10072936	Director	0	
KRISHNAKUMAR THIRUMALAI	00079047	Director	0	
KETAN PRAVIN MODY	07723933	Director	0	
ASIM BHUPATRAI PAREKH	00056125	Director	0	
RENUKA SHASTRY	02578917	Director	0	10/07/2025
ABHIJEET PAI	02100465	Director	452139	
ADITYA PAI	07538946	Director	407139	
SANDIPAN GHOSH		CEO	0	
SUSENDRA GAUTHAM		CFO	0	
UTSAV SAINI		Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
BHARATHAN RAJAGOPALAN THATAI	02464132	Director	25/11/2024	Cessation
DINESH TALUJA	08144541	Director	25/11/2024	Cessation
RIDDHI BHIMANI	10072936	Additional Director	26/11/2024	Appointment
ABHIJEET PAI	02100465	Additional Director	13/01/2025	Appointment
ADITYA PAI	07538946	Additional Director	13/01/2025	Appointment
RIDDHI BHIMANI	10072936	Director	21/02/2025	Change in designation
ABHIJEET PAI	02100465	Director	21/02/2025	Change in designation

ADITYA PAI	07538946	Director	21/02/2025	Change in designation
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IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	23699	86	74.53

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/04/2024	8	8	100
2	17/07/2024	8	8	100
3	19/08/2024	8	8	100
4	09/10/2024	8	8	100
5	13/01/2025	9	8	88.89

C COMMITTEE MEETINGS

Number of meetings held

13

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance
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				Number of members attended	% of attendance
1	Audit Committee	16/04/2024	4	4	100
2	Audit Committee	17/07/2024	4	4	100
3	Audit Committee	19/08/2024	4	4	100
4	Audit Committee	09/10/2024	4	4	100
5	Audit Committee	13/01/2025	3	3	100
6	Audit Committee	31/03/2025	3	3	100
7	Nomination and Remuneration Committee	16/04/2024	4	4	100
8	Nomination and Remuneration Committee	13/01/2025	3	3	100
9	Stakeholders' Relationship Committee	16/04/2024	3	3	100
10	Stakeholders' Relationship Committee	09/10/2024	3	3	100
11	Risk Management Committee	31/03/2025	3	3	100
12	Corporate Social Responsibility Committee	16/04/2024	4	4	100
13	Corporate Social Responsibility Committee	13/01/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								<div></div> (Y/N/NA)
1	DIPAK CHAND JAIN	5	5	100	12	12	100	■
2	KRISHNAN SUDARSHAN	5	5	100	11	11	100	■
3	RIDDHI BHIMANI	1	1	100	0	0	0	■

4	KRISHNAKUMAR THIRUMALAI	5	5	100	0	0	0	■
5	KETAN PRAVIN MODY	5	5	100	9	9	100	■
6	ASIM BHUPATRAI PAREKH	5	5	100	0	0	0	■
7	RENUKA SHASTRY	5	4	80	0	0	0	Not applicable
8	ABHIJEET PAI	1	1	100	0	0	0	■
9	ADITYA PAI	1	1	100	0	0	0	■

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	UTSAV SAINI	Company Secretary	3149078	0	0	0	3149078.00
	Total		3149078.00	0.00	0.00	0.00	3149078.00

C *Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	DIPAK CHAND JAIN	Director	0	0	0	595000	595000.00
2	KRISHNAN SUDARSHAN	Director	0	0	0	560000	560000.00
3	RIDDHI BHIMANI	Director	0	0	0	70000	70000.00

4	BHARATHAN RAJAGOPALAN THATAI	Director	0	0	0	385000	385000.00
	Total		0.00	0.00	0.00	1610000. 00	1610000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

24188

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

LOTUS CHOCOLATE
COMPANY LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key

Managerial Personnel and the remuneration paid to them;
13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15 acceptance/ renewal/ repayment of deposits;
16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Dr. C.V. Madhusudhanan

Date (DD/MM/YYYY)

Place

Coimbatore

Whether associate or fellow:

☐ Associate ☒ Fellow

Certificate of practice number

4*0*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

*(b) Name of the Designated Person

UTSAV SAINI

Declaration

I am authorised by the Board of Directors of the Company vide resolution number*

12

 dated*
(DD/MM/YYYY)

31/01/2023

 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0*7*3*3*

***To be digitally signed by**

☒ Company Secretary ☐ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2*6*5

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



LOTUS CHOCOLATE COMPANY LIMITED

Registered Office: 8-2-596, 1st Floor, 1B, Sumedha Estates,
Avenue-4, Puzzolana Towers, Street No. 1, Road No. 10,
Banjara Hills, Hyderabad 500034, Telangana
Tel: 91-40-4020 2124
E-mail: investors@lotuschocolate.com
Website: www.lotuschocolate.com
CIN: L15200TG1988PLC009111

LOTUS CHOCOLATE COMPANY LIMITED

GIST OF ANNEXURES ATTACHED TO MGT-7 FINANCIAL YEAR 2024-25

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Annexure 1

Field I - Registration and other details

viii - Number of Registrar and Transfer Agent: 1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai, Mumbai, Maharashtra, India, 400070	INR000000221

Note:

The Registrar and Share Transfer Agent of the Company has been changed from CIL Securities Limited to KFin Technologies Limited w.e.f. 17 January, 2025.

Annexure 2

Field III - Particulars of Holding, Subsidiary and Associate Companies (including Joint Ventures)

Reliance Consumer Products Limited (RCPL) is the holding Company of Lotus Chocolate Company Limited ("the Company"), holding 51% of its equity share capital as on 31st March, 2025. Reliance Retail Ventures Limited is the holding Company of RCPL and Reliance Industries Limited is the ultimate holding company of the Company. Accordingly, percentage of shares held directly and/or indirectly in the Company by the Holding Company(ies) and Ultimate holding Company is as under:

Sr. No.	Name of the Company	CIN / FCRN	Holding / Subsidiary/ Associate / Joint Venture	% of shares held
1.	Reliance Industries Limited	L17110MH1973PLC019786	Ultimate Holding	51*
2.	Reliance Retail Ventures Limited	U51909MH2006PLC166166	Holding	51*
3.	Reliance Consumer Products Limited	U52300MH2022PLC394370	Holding	51*
4.	Soubhagya Confectionery Private Limited**	U15419TG1994PTC005439	Subsidiary	100

**Representing aggregate % of equity shares / voting power held by the said Company on its own and/or together with its subsidiary(ies).*

***Soubhagya Confectionery Private Limited ("SCPL") became wholly-owned subsidiary of the Company w.e.f. May 25, 2023. Pursuant to a Scheme of amalgamation sanctioned by the Hon'ble National Company Law Tribunal, Hyderabad bench, vide its order dated August 8, 2024, SCPL has been amalgamated with the Company. The Appointed date of the Scheme was May 25, 2023.*

Field IV. (i) Share Capital

ISIN of the Equity Shares of the Company - INE026D01011

ISIN of the Preference Shares of the Company - INE026D04023

(iii) Details of shares / debentures transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Transfer in respect of equity shares held in physical form – Nil

In respect of securities held in demat mode during the year – Transfers are not recorded by the Company.

Annexure 4

Field VI (a) – Shareholding Pattern – Promoter and Promoter Group

Please note that the information under “Promoter” category is related to “Promoter and promoter group entities”.

Further, as on March 31, 2025, the “Promoter and Promoter group” of the Company stands as below:

Sr. no	Shareholder's Name	Promoter / Promoter Group	Shareholding at the beginning of the year (As on 01-04-2024)					Shareholding at the end of the year (As on 31-03-2025)					
			No. of Shares			% of total Equity Shares of the Company	% of Shares Pledged / encumbered to total equity shares	No. of Shares			% of total Equity Shares of the Company	% of Shares Pledged / encumbered to total equity shares	% change in shareholding during the year
			Fully Paid-up	Partly Paid up	Total			Fully Paid-up	Partly Paid up	Total			
Details of Equity Shares Held													
1.	Reliance Consumer Products Limited	Promoter	65,49,065	0	65,49,065	51.00	0	65,49,065	0	65,49,065	51.00	0	0
2.	P Anantha Pai	Promoter Group	3,85,805	0	3,85,805	3.00	0	3,85,805	0	3,85,805	3.00	0	0
3.	Prakash Peraje Pai	Promoter Group	3,84,804	0	3,84,804	3.00	0	3,84,804	0	3,84,804	3.00	0	0
4.	Vandana Poornima Pai	Promoter Group	1,88,420	0	1,88,420	1.47	0	1,88,420	0	1,88,420	1.47	0	0
5.	Neeveditha Pai	Promoter Group	1,52,500	0	1,52,500	1.19	0	1,52,500	0	1,52,500	1.19	0	0
6.	Ashwini Pai	Promoter Group	3,27,139	0	3,27,139	2.55	0	3,27,139	0	3,27,139	2.55	0	0
7.	Abhijeet Pai	Promoter Group	4,52,139	0	4,52,139	3.52	0	4,52,139	0	4,52,139	3.52	0	0
8.	Aman Pai	Promoter Group	4,07,139	0	4,07,139	3.17	0	4,07,139	0	4,07,139	3.17	0	0
9.	Aditya Pai	Promoter Group	4,07,139	0	4,07,139	3.17	0	4,07,139	0	4,07,139	3.17	0	0
	Total (A)		92,54,150	0	92,54,150	72.07	0	92,54,150	0	92,54,150	72.07	0	0

Details of Preference Shares Held													
Sr. no	Shareholder's Name	Promoter / Promoter Group	Shareholding at the beginning of the year (As on 01-04-2024)					Shareholding at the end of the year (As on 31-03-2025)					
			No. of Shares			% of total Preference Shares of the Company	% of Shares Pledged / encumbered to total Preference shares	No. of Shares	No. of Shares	No. of Shares	% of total Preference Shares of the Company	% of Shares Pledged / encumbered to total preference shares	% change in shareholding during the year
			Fully Paid-up	Partly Paid up	Total			Fully Paid-up	Partly Paid up	Total			
1.	Reliance Consumer Products Limited	Promoter	2,53,96,600	0	2,53,96,600	50.00	0	2,53,96,600	0	2,53,96,600	50.00	0	0
2.	Ashwini Pai	Promoter Group	63,49,150	0	63,49,150	12.50	0	63,49,150	0	63,49,150	12.50	0	0
3.	Abhijeet Pai	Promoter Group	63,49,150	0	63,49,150	12.50	0	63,49,150	0	63,49,150	12.50	0	0
	Total (B)		3,80,94,900	0	3,80,94,900	75.00	0	3,80,94,900	0	3,80,94,900	75.00	0	0
	Grand Total (A) + (B)		4,73,49,050	0	4,73,49,050	74.41	0	4,73,49,050	0	4,73,49,050	74.41	0	0

Annexure 5

Field V- Turnover and net worth of the Company (as defined in the Companies Act, 2013)

(i) Turnover: Rs. 6,43,31,86,000/- including Goods and Service Tax of Rs. 69,56,83,000/-.

(ii) Net worth: Rs. 63,64,65,421/-

Computation of Net worth:

Item	Amount in Rs.
Equity Share Capital	12,84,10,490
Preference Share Capital	50,79,32,000
Securities Premium	3,79,68,442
Debit Balance of Profit and Loss Account	(3,78,45,511)
Total	63,64,65,421

Note 1.: In computation of net worth, (i) Capital Reserve (ii) State Investment Subsidy and Other Comprehensive Income have not been included, as they do not form part of the definition of "Net worth" as provided under Section 2(57) of the Companies Act, 2013 in as much as they are not even free reserves under the Companies Act, 2013.

Note 2.: The figures have been rounded off.

Annexure 6**Field VI (b) (1) (ii) – Shareholding Pattern – Public / Other than Promoters – Individual / Hindu Undivided Family – Non- Resident Indians (NRIs)**

The shareholding of Non-Resident Indians held on repatriable basis and non-repatriable basis, have been clubbed together and cumulatively shown sunder the category of Non-Resident Indian (NRIs). The details of the same is as follows:

Sr. No.	Category	No. of equity shares held as on March 31, 2025	Percentage
1.	Non-Resident Indians (Repatriable)	20,220	0.16
2.	Non-Resident Indians (Non Repatriable)	27,886	0.21
	Total	48,106	0.37

Field VI (b) (10) – Shareholding Pattern – Public / Other than Promoters – Others

Sr. No.	Category	Equity		Preference	
		Number of shares	Percentage (%)	Number of shares	Percentage (%)
1.	HUF	52,217	0.41	0	0.00
2.	Foreign Banks	1,500	0.01	0	0.00
	Others - Total	53,717	0.42	0	0.00

Breakup of total number of shareholders (Promoters + Other than promoters)

The gender-wise bifurcation of the total number of shareholders is not available with the Company / Depository as of now; therefore, the total number of shareholders has been mentioned in "Other than individuals".

**Field VII. NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

1. Reliance Consumer Products Limited (Promoter), Ms. Ashwini Pai and Mr. Abhijeet Pai (Members of Promoters Group) are also holding preference shares of the Company as on March 31, 2025. Accordingly, they are not counted again to avoid duplication under Members ("Promoters"), under the head "At the end of the year".
2. PMF Estates Private Limited, is not an equity shareholder, however, it holds preference shares of the Company as on March 31, 2025. Accordingly, the total number of members (other than Promoters) under the head "At the end of the year" has been increased by 1 totalling to 24,179.
3. As on 31.03.2025, the total number of shareholders (Other than Promoters) as per Register of Members and after PAN wise consolidation are 24,612 and 24,179, respectively.
4. As on 31.03.2025, the total number of shareholders (Promoters + Public/Others than Promoters) as per Register of Members and after PAN wise consolidation are 24,624 and 24,188, respectively.

Field VIII - Details of Directors and Key Managerial Personnel**A. Composition of Board of Directors**

Details of Percentage of Shares held by directors as at the end of year, are as follows

Sr No	Name of Director	Number of Equity shares held (A)	% of total equity capital of the Company	Number of Preference shares held (B)	% of total Preference capital of the Company	Total Number of shares held (A) + (B)	Total Percentage of shares held
1	Abhijeet Pai	4,52,139	3.52	63,49,150	12.50	68,01,289	10.69
2	Aditya Pai	4,07,139	3.17	-	-	4,07,139	0.64
Total		8,59,278	6.69	63,49,150	12.50	72,08,428	11.33

Notes:

Number of equity shares held by Non-executive Non-Independent Directors: 8,59,278

Number of equity shares issued by the Company: 1,28,41,049

Number of preference shares held by Non-executive Non-Independent Directors: 63,49,150

Number of preference shares issued by the Company : 5,07,93,200

Total number of shares held by Non-executive Non-Independent Directors (a): 72,08,428

Total number of shares issued by the Company (Equity + Preference) (b): 6,36,34,249

*Percentage of shares held by directors at the end of year [(a)/(b)*100]: 11.33%*

Annexure 9

Field IX - Meetings of Members / Class of Members / Board / Committees of the Board of Directors

A. Members / Class / Requisitioned / NCLT / Court Convened Meetings

Number of meetings held: 1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting*	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	23,699	86	74.53

* This includes equity and preference shareholders of the Company.

Annexure 10**Field X- Remuneration of Directors and Key Managerial Personnel**

Number of other directors whose remuneration details to be entered – 4

Sr. No.	Name	Designation	Gross Salary	Commission	Stock Option / Sweat Equity	Others*	Total Amount (in Rs.)
1.	Dipak Chand Jain	Director	-	-	-	5,95,000	5,95,000
2.	Krishnan Sudarshan	Director	-	-	-	5,60,000	5,60,000
3.	Riddhi Bhimani	Director	-	-	-	70,000	70,000
4.	Bharathan Rajagopalan Thatai	Director	-	-	-	3,85,000	3,85,000
	Total					16,10,000	16,10,000

*Remuneration represents Sitting fees.

Annexure 11

Designated Person under Rule 9 of Companies (Management and Administration) Rules, 2014

The Board of Directors of the Company, in terms of sub-rule 4 of Rule 9 of the Companies (Management and Administration) Rules, 2014, appointed Mr. Utsav Saini, Company Secretary and Compliance Officer, as the Designated Person for the purpose of furnishing and extending co-operation for providing, information to the Registrar of Companies or any such other officer authorised by the Ministry of Corporate Affairs with respect to beneficial interest in shares of the Company.