



Lotus Chocolate Company Limited

Transcript of 37th Annual General Meeting of Lotus Chocolate Company Limited held on Friday, September 25, 2026 at 12:30 p.m. (IST) through Video Conferencing.

Prof. Dipak C Jain, Chairman of Lotus Chocolate Company Limited, occupied the chair and conducted the proceedings of the 37th Annual General Meeting of the Company (Meeting).

Ladies and Gentlemen, Good Afternoon and Happy Anant Chaturdashi to everyone.

It's 12:30 p.m. and time to start the 37th Annual General Meeting of Lotus Chocolate Company Limited.

I welcome you all to the meeting.

The Meeting is held through Video Conferencing and is in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

The Company has taken all feasible steps to ensure that the Company's shareholders are provided with an opportunity to participate in the Meeting and vote.

Adequate Video Conferencing facility has been provided to the members of the Company to participate in the Meeting and vote.

The requisite quorum is present and, therefore, I call the Meeting to order.

Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested are available. These registers will remain accessible to the Members for inspection electronically, if they so desire.

I wish to introduce, for the benefit of the members, my colleagues on the Board of the Company:

- Mr. Ketan Mody, Non-Executive Director
- Mr. Natarajan Venkataraman, Whole-time Director and Mr. Mohammed Rafathullah, Non-Executive Director, who are present with me
- Mr. K Sudarshan, Independent Director
- Ms. Riddhi Bhimani, Independent Director
- Mr. Asim Parekh, Non-Executive Director

Mr. Abhijeet Pai and Mr. Aditya Pai, Non-Executive Directors are not able to attend the meeting because of some unavoidable circumstances.

Mr. Piyush Goyal, Chief Financial Officer and Mr. Utsav Saini, Company Secretary and Compliance Officer are also present with me.



Lotus Chocolate Company Limited

The representatives of Statutory Auditor and Secretarial Auditor are also present at this Meeting.

Dear Members,

Notice dated September 01, 2026 convening the Meeting and a copy of the Annual Report for the financial year ended March 31, 2026, have already been circulated to Members of the Company.

With your permission, I shall take the same as read.

The Auditor's Report on the Financial Statement and the Secretarial Audit Report of the Company for the financial year ended March 31, 2026 does not contain any qualification, reservation, adverse remark or disclaimer. Accordingly, these Reports are not required to be read out, as provided in the Companies Act, 2013.

Dear Members,

It gives me great pleasure to welcome you to the 37th Annual General Meeting of the Company.

During the year under review, driven by our approach and sustained volume growth, the Company achieved a revenue of Rs. 579.5 crore (exclusive of GST) and reported a Profit After Tax (PAT) of Rs 0.10 crore, as set out in the audited financial statements forming part of this year's Annual Report. While our financial performance has been influenced by the ongoing transformation and re-engineering of our value chain, these initiatives represent strategic investments aimed at building a more integrated, scalable, and competitive business for the future.

The Company's profitability during the year under review remained subdued. This was largely attributable to volatility in raw material prices and the supply-and capacity-related constraints, together with the costs associated with the ongoing transformation of our value chain.

While these headwinds continue to persist in the current financial year, the Board views the current phase as one of deliberate investment aimed at building a resilient business.

As part of our long-term vision, we remain committed to creating sustainable value for all stakeholders. The Company is actively transforming its business model to establish itself as a comprehensive, end-to-end solutions provider, offering customers a seamless journey from bean to bar.

We plan to modernize our manufacturing footprint by refurbishing legacy plants into state-of-the-art facilities for our growing consumer products business. Upgrades and reconfiguration that are planned are aimed at expansion, debottlenecking, automation, process improvement and reliability and are intended to enhance asset utilization, quality, consistency and operating costs over time, with the aim of creating a future-ready manufacturing platform.



Lotus Chocolate Company Limited

Once implemented and fully operational, the planned upgradation is expected to support improved capacity utilization and to help mitigate certain operational and supply-related constraints over the medium term; however, this remains subject to execution and prevailing market and operating conditions.

These capabilities are intended to position us to scale our consumer business by strengthening our portfolio, expanding distribution across channels and geographies, and introducing differentiated, consumer-focused products.

A key enabler to this strategy is procurement, which is intended to support this expansion through a stronger domestic and global sourcing model focused on quality, cost competitiveness, supply security and flexibility. We are working to broaden the supplier base, leverage global sourcing, improve procurement terms, strengthen supply continuity and optimize the raw-material mix, with the objective of securing quality inputs at competitive costs and managing volatility more effectively.

On behalf of the Board of Directors, I would like to express our sincere appreciation for the continued and consistent support received from all the shareholders of the Company as also from all the regulators, banks and other business constituents.

I would also like to thank my colleagues on the Board for their continued guidance, support and contributions made to the Company.

On behalf of the Board, I also wish to acknowledge the committed services of the employees of the Company at all levels during the year.

In accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, remote e-voting facility was provided to the Members to cast their votes from September 20, 2026 to September 24, 2026.

The facility for voting electronically will be made available towards the end of this Meeting to those shareholders who are attending this Meeting and have not cast their vote through remote e-voting. The icon for voting will be available on the Meeting Page, next to the chat box.

Mr. Anil Lohia, Partner of Dayal & Lohia, Chartered Accountants, has been appointed as the Scrutinizer for giving consolidated report on e-voting and he is present at the Meeting.

I now move the resolutions for item no. 1 to 4 as set out in the Notice.

The objective and implication of each resolution is to ensure compliance with provisions of Companies Act, 2013 and the rules made thereunder.

I now move the resolution for item no. 1 of the Notice:



Lotus Chocolate Company Limited

Consideration and adoption of audited financial statement for the financial year ended March 31, 2026 and the reports of the board of directors and auditors thereon, by way of ordinary resolution.

May I request a shareholder to propose and another shareholder to second this resolution?

I Prabhu Nagarajan, propose the resolution.

I Jagruti Shah, second the resolution.

Prof. Dipak C Jain: Thank you Prabhu and Jagruti.

Item no. 2:

Appointment of Mr. Abhijeet Pai who retires by rotation as a director, by way of an ordinary resolution.

May I request a shareholder to propose and another shareholder to second this resolution?

I, Preeti Chhapru, propose the resolution.

I Triveni Shetty, second the resolution.

Prof. Dipak C Jain: Thank you Preeti and Triveni.

Item no. 3:

Appointment of Mr. Aditya Pai who retires by rotation as a director, by way of an ordinary resolution.

May I request a shareholder to propose and another shareholder to second this resolution?

I, Prabhu Nagarajan, propose the resolution.

I, Jagruti Shah, second the resolution.

Prof. Dipak C Jain: Thank you Prabhu and Jagruti.

Item no. 4:

Approval of material related party transactions, by way of an ordinary resolution.

May I request a shareholder to propose and another shareholder to second this resolution?



Lotus Chocolate Company Limited

I, Preeti Chhapru, propose this resolution.

I, Triveni Shetty, second the resolution.

Prof. Dipak C Jain: Thank you Preeti and Triveni.

I now request Mr. Utsav Saini, Company Secretary and Compliance Officer, to facilitate the question-and-answer session.

Mr. Utsav Saini: Thank you, Chairman Sir.

We have received requisitions from our Shareholders to speak at the meeting.

The Speakers are requested to unmute themselves from their side and turn their video 'on' upon calling their name and before they start speaking.

If there is any connectivity issue from the speaker's side or if any speaker is not able to join the meeting for any reason, the next speaker would be called upon to speak. I request all the members to restrict their speech to a maximum of 2 minutes. I also request them not to repeat the questions which have already been asked. After finishing with the questions, the speakers are requested to mute their audio for enabling others to speak and ask questions.

I appeal you to maintain decorum.

Now we start with the Q & A session.

Ms. Jagruti Shah, Mr. Sujan Modak, Mr. Prabhu Nagarajan, Mr. Abhishek J and Mr. Bimal Kumar Agarwal, shareholders of the Company, spoke at the meeting. They expressed their views and sought clarifications, inter-alia, on the future outlook, capex plans, go-to-market strategy and dividend.

Mr. Natarajan Venkataraman, Whole-Time Director, responded to the queries and clarifications sought by the members as below.

It gives me great pleasure to address you at this Annual General Meeting and besides what Chairman Sir, Prof. Jain has covered, I would like to inform that as our existing plants are undergoing upgrades and reconfiguration, we have shifted the non-strategic elements of our products to our co-packers. This has resulted in a shift to trading as compared to in-house manufacturing. We will continue to retain all the strategic parts in-house and are foreseeing an equivalent split of in-house vs co-packing. Investments towards incubation of the B2C business were made by the Company. These costs were charged to the parent company and are forming part of other income. The Company has witnessed a double-digit growth in its volume in Q1 FY 26-27. However, a sharp decline in the commodity sale prices have led to decline in turnover.



Lotus Chocolate Company Limited

Basis the mentioned strategic investments and expansion plans, we are positioning to scale our business across geographies, omni-channel presence and end the year on a positive outlook.

In conclusion, the journey ahead is one of growth, opportunity, and transformation. With a robust strategy, focused investments, and a consumer-first mindset, we are confident of creating enduring value for all stakeholders.

Thank you for your continued trust and support.

Prof. Dipak C Jain: Dear Shareholders, I would also like to inform that comments and queries received in the chat box on the meeting page will be responded by our secretarial department separately.

On behalf of the Board, I thank each and every shareholder for their invaluable comments and suggestions.

I now request Shri Anil Lohia, Scrutinizer to carry out an orderly conduct of the voting.

The e-voting results, along with the consolidated Scrutinizer's report, will be placed on the website of the Company, on the website of KFinTech and the Stock Exchange.

In conclusion, I thank all the shareholders who attended this Meeting.

I also thank all Board Members, representative of Statutory Auditor, Secretarial Auditor and Scrutinizer for their presence in the meeting.

All items of business as set out in the Notice of the Meeting have been concluded. A time period of 15 minutes will be available for voting at the Meeting after which the Meeting will stand closed.

Thank you.

Mr. Utsav Saini: I propose a hearty vote of thanks to the Chairman Sir for conduct of the Annual General Meeting. Thank you.

The Meeting concluded at 1.15 p.m. (IST).
