



**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 : L15200TG1988PLC009111

**01.04.2024/LCCL/SEC/24-25**

**To,**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Scrip Code: 523475**

Dear Sir/Ma'am,

**Sub.: Disclosure of Voting Results – Postal Ballot Notice dated February 26, 2024**

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The Company had sought approval of the members of the Company for:

1. Appointment of Mr. Asim Bhupatrai Parekh (DIN: 00056125) as a Non-Executive Director of the Company;
2. Increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013; and
3. Creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013.

Details of voting results of the Postal Ballot, conducted through remote e-voting process, in respect of resolutions contained in the Postal Ballot Notice dated February 26, 2024, is attached in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

The said resolutions have been passed with more than requisite majority on March 29, 2024 (the last date of e-voting).

This is for your information and records.

Thanking you,

Yours faithfully,  
**For Lotus Chocolate Company Limited**

**Utsav Saini**  
**Company Secretary and Compliance Officer**



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**LOTUS CHOCOLATE COMPANY LIMITED**  
**Voting Results (Postal Ballot by way of remote e-voting)**

Date of AGM/EGM:	Not Applicable  (Resolutions passed through Postal Ballot on March 29, 2024)
Total number of shareholders on record date (i.e., February 23, 2024 - cut-off date for voting purpose):	12,809
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group:  Public:	Not Applicable  (Resolutions passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group:  Public:	Not Applicable  (Resolutions passed through Postal Ballot)



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### Agenda-wise disclosure

The Mode of voting for all resolutions was remote e-voting.

**Resolution No. 1: Appointment of Mr. Asim Bhupatrai Parekh (DIN: 00056125) as a Non-Executive Director of the Company (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	90,65,730	97.96	90,65,730	0	100.00	0.00
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>92,54,150</b>	<b>90,65,730</b>	<b>97.96</b>	<b>90,65,730</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	3,400	0	0.00	0	0	0.00	0.00
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	E-Voting	35,83,499	37,766	1.05	7,640	30,126	20.23	79.77
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>35,83,499</b>	<b>37,766</b>	<b>1.05</b>	<b>7,640</b>	<b>30,126</b>	<b>20.23</b>	<b>79.77</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>91,03,496</b>	<b>70.89</b>	<b>90,73,370</b>	<b>30,126</b>	<b>99.67</b>	<b>0.33</b>

#### Details of Invalid Votes

Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	57,500
<b>Total</b>	<b>57,500</b>

Whether resolution is passed or not? (Yes/No): Yes



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**Resolution No. 2: Increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	90,65,730	97.96	90,65,730	0	100.00	0.00
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>92,54,150</b>	<b>90,65,730</b>	<b>97.96</b>	<b>90,65,730</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	3,400	0	0.00	0	0	0.00	0.00
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	E-Voting	35,83,499	37,766	1.05	7,637	30,129	20.22	79.78
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>35,83,499</b>	<b>37,766</b>	<b>1.05</b>	<b>7,637</b>	<b>30,129</b>	<b>20.22</b>	<b>79.78</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>91,03,496</b>	<b>70.89</b>	<b>90,73,367</b>	<b>30,129</b>	<b>99.67</b>	<b>0.33</b>

**Details of Invalid Votes**

Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	57,500
<b>Total</b>	<b>57,500</b>

Whether resolution is passed or not? (Yes/No): Yes



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**Resolution No. 3: Creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:						No		
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Votes polled	% of Votes against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	92,54,150	90,65,730	97.96	90,65,730	0	100.00	0.00
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>92,54,150</b>	<b>90,65,730</b>	<b>97.96</b>	<b>90,65,730</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting	3,400	0	0.00	0	0	0.00	0.00
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>3,400</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non-Institutions	E-Voting	35,83,499	37,766	1.05	7,616	30,150	20.17	79.83
	Poll	N.A.	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	<b>Total</b>	<b>35,83,499</b>	<b>37,766</b>	<b>1.05</b>	<b>7,616</b>	<b>30,150</b>	<b>20.17</b>	<b>79.83</b>
<b>Total</b>		<b>1,28,41,049</b>	<b>91,03,496</b>	<b>70.89</b>	<b>90,73,346</b>	<b>30,150</b>	<b>99.67</b>	<b>0.33</b>

Details of Invalid Votes	
Category	Number of Votes
Promoter and Promoter Group	0
Public- Institutions	0
Public- Non-Institutions	57,500
<b>Total</b>	<b>57,500</b>

Whether resolution is passed or not? (Yes/No): Yes

*Note: All the aforesaid resolutions have been passed with requisite majority.*





**RAKHI AGARWAL**  
Company Secretary in Practice

1-10-32 To 37/D-003, Ground  
Floor, D Block, Wellkin Park  
Secunderabad, Hyderabad,  
Telangana-500016  
Email: [rakhiagarwal79@yahoo.com](mailto:rakhiagarwal79@yahoo.com)  
Cell: +91 9246530679

### Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,  
The Chairman  
Lotus Chocolate Company Limited  
8-2-596, 1<sup>st</sup> Floor, 1B, Sumedha Estates,  
Avenue-4, Puzzolana Towers, Street No.1,  
Road No. 10, Banjara Hills, Hyderabad,  
Telangana-500034

### Scrutinizer's Report on the voting by means of remote e-voting process on the resolutions set out in the Postal Ballot Notice dated February 26, 2024

Dear Sir,

I, **Rakhi Agarwal**, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of Lotus Chocolate Company Limited ("**the Company**") for the purpose of scrutinizing the voting by means of Postal Ballot only by remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated February 26, 2024 ("**Notice**") sent in accordance with General Circular Nos. 14 / 2020 dated April 08, 2020 and 17 / 2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**").

1. In compliance with the MCA Circulars, the Notice was sent only through electronic mode to equity shareholders whose email address is registered with the Company/ Registrar & Transfer Agent of the Company, viz. CIL Securities Limited ("**CIL Securities**") / National Securities Depository Limited ("**NSDL**") / Central Depository (India) Services Limited ("**CDSL**") / Depository Participants as on Friday, February 23, 2024 ("**Cut-Off Date**").

The Notice was also placed on the website of the Company at: [www.lotuschocolate.com](http://www.lotuschocolate.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://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.





In compliance with the MCA Circulars, a newspaper advertisement was published on February 28, 2024 in 'Financial Express', (English language newspaper) and in 'Nava Telangana' (Telgu language newspaper) specifying the details of dispatch of Notice and instructions for e-voting.

2. The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.

#### **Management's Responsibility**

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

#### **Scrutinizer's Responsibility**

4. My responsibility as a Scrutinizer for e-voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by CDSL, (being an agency authorized under the Act and the Rules made thereunder engaged by the Company to provide e-voting facility) and attendant papers/ documents furnished to me electronically by the Company and/ or CDSL for my verification.

#### **Cut-off Date**

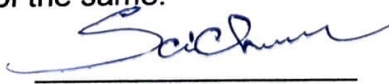
5. Subject to the provisions of the Articles of Association of the Company, the equity shareholders of the Company as on the Cut-Off Date, as set out in the Notice, i.e. Friday, February 23, 2024 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the Notice) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

#### **6. Remote e-voting process**

- i. The remote e-voting period remained open from Thursday, February 29, 2024 (9:00 a.m. IST) to Friday, March 29, 2024 (5:00 p.m. IST).
- ii. The votes cast during the remote e-voting period were unblocked on Friday, March 29, 2024 after the conclusion of e-voting period for Postal ballot and was witnessed by two witnesses, Shri. Chandrakanth Shah and Shri. Sai Charan who are not in the employment of the Company and/ or CDSL. They have signed below in confirmation of the same.



Shri. Chandrakanth Shah



Shri. Sai Charan



iii. Thereafter, the details containing, inter alia, the list of equity shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the remote e-voting website of CDSL i.e. www.evotingindia.com. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the reports generated by CDSL, scrutinized on test check basis and relied upon by me as under: -

Item No. of the Notice (i)	Votes in favour of the resolution		Votes against the resolution		Invalid votes (due to lack of proper authorization) Nos. (vi)
	No. of valid votes (ii)	As a % of total number of valid votes (in Favour and Against) (iii=ii/(ii+iv)*100)	No. of valid votes (iv)	As a % of total number of valid votes (in Favour and Against) (v=iv/(ii+iv)*100)	
<b>Item No. 1-</b> Appointment of Mr. Asim Bhupatrai Parekh (DIN: 00056125) as a Non-Executive Director of the Company; <b>(As an Ordinary Resolution)</b>	90,73,370	99.67%	30,126	0.33%	57,500
<b>Item No. 2 –</b> Increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 <b>(As a Special Resolution)</b>	90,73,367	99.67%	30,129	0.33%	57,500
<b>Item No. 3-</b> Creation of mortgage, charge, hypothecation etc. on the assets, properties or undertaking(s) of the Company under Section 180(1)(a) of the Companies Act, 2013. <b>(As a Special Resolution)</b>	90,73,346	99.67%	30,150	0.33%	57,500

Based on the aforesaid results, I report that all the resolutions as set out in items nos. 1 to 3 of the Notice have been passed with requisite majority.





8. The electronic data and all other relevant records relating to remote e-voting will be handed over to Mr. Utsav Saini, Company Secretary and Compliance Officer of the Company, for safe keeping as provided in the Act read with the relevant Rules.
9. a) This report is issued in accordance with the terms of the Engagement Letter.
- b) I have conducted my examination in accordance with the guidance issued in this regard and in compliance with the applicable ethical requirements.
- c) I have complied with the relevant applicable requirements and related services engagements.

### Restrictions on Use

10. This report has been issued at the request of the Company for (i) submission to Stock Exchange i.e. BSE Limited (ii) placing on website of the Company and (iii) placing on the website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,


**Rakhi Agarwal**  
**Practising Company Secretary**  
**FCS-7047**  
**CP. No.- 6270**  
**UDIN: F007047E003650601**

**Date: 29.03.2024**  
**Place: Hyderabad**

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

  
**Utsav Saini**  
**Company Secretary & Compliance Officer**