

Corporate Governance Report

Name of Listed Entity – **Lotus Chocolate Company Limited**
 Quarter ending: **December 31, 2024**

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure (in months)	Date of Birth	Number of Directorship in listed entities including this listed entity [Refer Regulation 17A(1)]	Number of Independent Directorship in listed entities including this listed entity [Refer proviso to Regulation 17A(1) & 17A (2)]	Number of memberships in Audit/ Stakeholders Relationship Committee(s) including this listed entity [Refer Regulation 26(1)]	Number of post of Chairperson in Audit / Stakeholders Relationship Committee held in listed entities including this listed entity [Refer Regulation 26(1)]
Mr.	Bharathan Rajagopalan Thatai	02464132	Non-Executive Independent	26-11-2014	26-11-2019	25-11-2024	120.00	20-10-1964	0	0	0	0
Mr.	Dipak Chand Jain	00228513	Chairperson Non-Executive - Independent	24-05-2023	-	-	19.08	09-06-1957	2	2	7	2
Mr.	Krishnan Sudarshan	01029826	Non-Executive - Independent	24-05-2023	-	-	19.08	07-05-1970	2	2	10	0
Ms.	Riddhi Bhimani	10072936	Non-Executive - Independent	26-11-2024	-	-	1.06	28-07-1982	2	2	5	1
Ms.	Renuka Shastry	02578917	Non-Executive - Non Independent	24-05-2023	-	-	-	22-12-1979	1	0	1	0
Mr.	Krishnakumar Thirumalai	00079047	Non-Executive – Non Independent	24-05-2023	-	-	-	20-10-1959	2	1	1	0
Mr.	Ketan Pravinchandra Mody	07723933	Non-Executive – Non Independent	24-05-2023	-	-	-	07-12-1976	1	0	2	1
Mr.	Dinesh Taluja	08144541	Non-Executive – Non Independent	24-05-2023	-	25-11-2024	-	31-08-1979	1	0	4	2
Mr.	Asim Bhupatrai Parekh	00056125	Non-Executive – Non Independent	03-01-2024	-	-	-	27-08-1964	1	0	0	0
Whether Regular chairperson appointed				Yes								
Whether Chairperson is related to Managing Director or CEO				No								

II. Composition of Committees

Name of Committee	Whether Regular chairperson Appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Chairman	26-11-2014	25-11-2024
		Mr. Dipak Chand Jain	Non-executive Independent Director - Chairman	24-05-2023	-
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	-
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Member	24-05-2023	25-11-2024
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	26-11-2024	-
2. Nomination and Remuneration Committee	Yes	Mr. Krishnan Sudarshan	Non-executive Independent Director - Chairman	24-05-2023	-
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	24-05-2023	-
		Mr. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Member	26-11-2014	25-11-2024
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	24-05-2023	-
3. Stakeholders' Relationship Committee	Yes	Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Chairman	24-05-2023	-
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Chairman	24-05-2023	25-11-2024
		Mr. Dipak Chand Jain	Non-executive Independent Director - Member	22-12-2023	-
		Ms. Renuka Shastry	Non-executive Non Independent Director - Member	26-11-2024	-
4. Corporate Social Responsibility Committee	Yes	Mr. Dipak Chand Jain	Non-executive Independent Director - Chairman	26-11-2024	-
		Mr. Bharathan Rajagopalan Thatai	Non-executive Independent Director - Chairman	31-01-2023	25-11-2024
		Mr. Krishnan Sudarshan	Non-executive Independent Director - Member	24-05-2023	-
		Mr. Ketan Pravinchandra Mody	Non-executive Non Independent Director - Member	24-05-2023	-
		Mr. Dinesh Taluja	Non-executive Non Independent Director - Member	24-05-2023	25-11-2024

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met (Yes / No)	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
July 17, 2024	October 9, 2024	Yes	8	3	32
August 19, 2024		Yes	8	3	50

IV. Meetings of Committees

Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes / No)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	October 9, 2024	Yes	4	3	July 17, 2024	32
		Yes	4	3	August 19, 2024	50
Stakeholders' Relationship Committee	October 9, 2024	Yes	3	1	-	-

V. Related Party Transactions

Subject	Compliance Status (Yes / No / NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPTs	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

Subject	Compliance Status (Yes / No / NA)
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders' Relationship Committee	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 1000 listed entities)	NA
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

The report submitted for the previous quarter ended September 30, 2024 had been placed before Board of Directors. No comments /observations / advice was received from the Board of Directors.

This report will be placed before Board of Directors at its next meeting. Any comments / observations / advice of Board of Directors will be mentioned in the report of next quarter.

VII. Details of Cyber Security Incidence

Details of Cyber security incidence	Compliance Status (Yes / No / NA)
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	NA
Brief details of the event	NA

Name: Utsav Saini

Designation: Company Secretary & Compliance Officer

Date: February 14, 2025