

## NOTICE

**NOTICE** is hereby given that the Thirty-Fifth Annual General Meeting of the members of Lotus Chocolate Company Limited will be held on **Monday, September 30, 2024 at 11:30 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS

- To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- To appoint Mr. Krishnakumar Thirumalai (DIN: 00079047), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Krishnakumar Thirumalai (DIN: 00079047), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

- To appoint Mr. Ketan Mody (DIN: 07723933), who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ketan Mody (DIN: 07723933), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS

- To approve the increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 and, in this regard, to consider and pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company through postal ballot on March 29, 2024 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be

and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to borrow any sum(s) of money(ies) at its discretion, for the purpose of the business of the Company, either from Bank(s) whether Indian or Foreign, Financial Institution(s) or any other lending institution(s)/ agency(ies)/ bodies corporate / any other person(s), from time to time, including by way of issuance of debentures whether secured, unsecured, convertible, non-convertible etc. which, together with the money(ies) already borrowed by the Company and remaining outstanding (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed at any point of time, the aggregate of the paid-up share capital, free reserves and securities premium by a sum not exceeding ₹ 200,00,00,000/- (Rupees Two Hundred Crores only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including fixing the terms and conditions of all such money(ies) to be borrowed from time to time as to interest, repayment, security or otherwise, finalizing and executing necessary agreement(s) and such other documents as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

- To approve 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 and, in this regard, to consider and pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company through postal ballot on March 29, 2024 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for

the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) to create mortgage, hypothecation and/or charge etc., on all or any moveable/ immoveable properties or other assets of the Company wherever situated, both present and future, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, comprising the whole or substantially the whole of the undertaking(s) of the Company, in favour of the Lender(s), Agent(s), Trustee(s) or any other person(s), for securing the borrowings of the Company by way of loan(s)/financing facility(ies)/credit facility(ies) etc. and securities (comprising of fully/ partly convertible debentures and/ or non-convertible debentures and/or other debt instruments), issued/to be issued by the Company, from time to time, including the amount of interest and other charges, costs and expenses payable in respect of such borrowings, subject to the limits as approved by the members of the Company under Section 180(1)(c) of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including finalizing and executing necessary documents/ deeds/ writings/ papers/ agreements as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.”

By order of the Board of Directors

**Utsav Saini**

Company Secretary and Compliance Officer

Mumbai, September 5, 2024

**Registered Office:**

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  
CIN: L15200TG1988PLC009111  
Website: [www.lotuschocolate.com](http://www.lotuschocolate.com)  
Email: [investors@lotuschocolate.com](mailto:investors@lotuschocolate.com)  
Tel No.: +91 40-4020 2124

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Krishnakumar Thirumalai and Mr. Ketan Mody, Directors of the Company, retire by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company commend their re-appointments.

Mr. Krishnakumar Thirumalai and Mr. Ketan Mody, Directors of the Company, are interested in the Ordinary Resolutions set out at Item Nos. 2 and 3 respectively, of the Notice with regard to their re-appointment. The relatives of Mr. Krishnakumar Thirumalai and Mr. Ketan Mody, may be deemed to be interested in the resolutions set out at Item Nos. 2 and 3 respectively of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.

6. Details of Directors retiring by rotation at this Meeting are provided in the 'Annexure' to the Notice.

**DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**

7. **In compliance with the MCA Circulars and Securities and Exchange Board of India ('SEBI') Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Share Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2023-24 will also be available on the Company's website at [www.lotuschocolate.com](http://www.lotuschocolate.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), on the website of Company's Registrar and Share Transfer Agent, CIL Securities Limited at [www.cilsecurities.com](http://www.cilsecurities.com) and on the website of KFin Technologies Limited ("KFinTech"), e-voting agency, at <https://evoting.kfintech.com>.**
8. For receiving all communication (including Annual Report) from the Company electronically:
- Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com>.
  - Members holding shares in physical mode are requested to follow the process set out in Note no. 16 in this Notice.

**PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

9. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
- Members will be able to attend the AGM through VC / OAVM through JioEvents by using their login credentials provided in the accompanying communication.**  
**Members are requested to follow the procedure given below:**
    - Launch internet browser by typing / clicking on the

following link: <https://t.jio/v/lotuschocolateagm> (best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)

- Click on 'Shareholders **CLICK HERE**' button.
  - Enter the login credentials (i.e. User ID and password provided in the accompanying communication) and click on 'Login'.**
  - Upon logging-in, you will enter the Meeting Room.
- Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 12.C.(vii) (III).**
  - Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. The Speaker Registration will be open from **Monday, September 16, 2024 to Wednesday, September 18, 2024**. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions or number of speakers, depending upon availability of time appropriate for smooth conduct of the AGM.
  - All members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
  - Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
  - Institutional / Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to [anilglohia@gmail.com](mailto:anilglohia@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**
  - Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
  - Members who need assistance before or during the AGM, can contact KFinTech at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call on toll free number 1800 309 4001 (from 9:00

a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number ('EVEN') in all your communications.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of quorum under Section 103 of the Act.

**PROCEDURE FOR 'REMOTE E-VOTING' AND E-VOTING AT THE AGM ('INSTA POLL')**

**12. A. E VOTING FACILITY**

The Company is providing to its members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ('e-voting'). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ('remote e-voting').

Further, the facility for voting through electronic voting system will also be made available at the Meeting ('Insta Poll') and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

**The manner of voting, including voting remotely by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode and (iv) members who have not registered their e-mail address, is explained in the instructions given under C. and D. hereinbelow.**

**The remote e-voting facility will be available during the following voting period:**

Commencement of remote e-voting	09:00 a.m. (IST) on Wednesday, September 25, 2024
End of remote e-voting	05:00 p.m. (IST) on Sunday, September 29, 2024

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

**Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e. Monday, September 23, 2024 ('Cut-off Date').**

Upon authorization by the Board of Directors, Mr. Anil Lohia, a Practising Chartered Accountant (Membership No.: 031626), Partner of Dayal and Lohia, Chartered Accountants or failing him Mr. Khushit Jain, a Practising Chartered Accountant (Membership No.: 608082), Partner of Dayal and Lohia, Chartered Accountants, have been appointed as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

**B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- (i) **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- (ii) **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
- (iii) A member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as 'INVALID'.
- (iv) **A person, whose name is recorded in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.**
- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in this Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the Cut-off Date

who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

**C. REMOTE E VOTING:**

**(vi) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD/2/CIR/P/2023/120 dated July 11, 2023, all ‘individual members holding shares of the Company in demat mode’ can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s). The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

**PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES**

<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <p>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>ii. Click on the button “<b>Beneficial Owner</b>” available for login under ‘<b>IDeAS</b>’ section.</p> <p>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</p> <p>iv. On successful authentication, you will enter your IDeAS service login. Click on “<b>Access to e-Voting</b>” under <b>Value Added Services</b> on the panel available on the lefthand side.</p>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <p>i. Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on <b>New System Myeasi / Login to My Easi option under Quick Login</b> (best operational in Internet Explorer 10 or above and Mozilla Firefox).</p> <p>ii. Enter your User ID and Password for accessing Easi / Easiest.</p> <p>iii. You will see Company Name: “Lotus Chocolate Company Limited” on the next screen. <b>Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<p>v. You will be able to see Company Name: “Lotus Chocolate Company Limited” on the next screen. <b>Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-Voting service provider “KFinTech”</b> and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	
<p><b>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure</b></p> <p>i. To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>ii. Select option “<b>Register Online for IDeAS</b>” available on the left hand side of the page.</p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p><b>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <p>i. To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></p> <p>ii. Proceed to complete registration using your DP ID-Client ID (BO ID) etc.</p> <p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p><b>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</b></p> <p>i. Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>ii. Click on the button “<b>Login</b>” available under “<b>Shareholder/Member</b>” section.</p>	<p><b>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</b></p> <p>i. Type in the browser / Click on the following link: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>ii. Provide Demat Account Number and PAN.</p>

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)	Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
<p>iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>iv. You will be able to see Company Name: "Lotus Chocolate Company Limited" on the next screen. <b>Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-Voting service provider "KFintech"</b> and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.</p>	<p>iii. System will authenticate user by sending OTP on registered Mobile number &amp; E-mail as recorded in the Demat Account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CDSL. <b>Click on the e-Voting link available against Lotus Chocolate Company Limited or select e-Voting service provider "KFintech"</b> and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.</p>	<p>Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: <b>022-4886 7000 / 022-2499 7000</b></p>	<p>Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 210 9911</b></p>

**(vii) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

- (I) (A) In case a member receives an e-mail from the Company / KFintech / CIL Securities Limited [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFintech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact on toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
  - c. After entering these details appropriately, click on 'LOGIN'.
  - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
  - e. You need to login again with the new credentials.

**Procedure to login through demat accounts / Website of Depository Participant**

Individual members holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL / CDSL. An option for 'e-Voting' will be available once they have successfully logged-in through their respective logins. Click on the option 'e-Voting' and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against 'Lotus Chocolate Company Limited' or select e-Voting service provider 'KFintech'** and you will be re-directed to the e-Voting page of KFintech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use 'Forgot User ID' / 'Forgot Password' options available on the websites of Depositories / Depository Participants.**

- f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Lotus Chocolate Company Limited.
- g. On the voting page, enter the number of shares as on the Cut-off Date under either 'FOR' or 'AGAINST' or alternatively, you may partially enter any number under 'FOR' / 'AGAINST', but the total number under 'FOR' / 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to 'ABSTAIN' and vote will not be counted under either head.
- h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item, it will be treated as 'ABSTAINED'.
- j. You may then cast your vote by selecting an appropriate option and click on 'SUBMIT'.
- k. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify.
- l. Once you confirm, you will not be allowed to modify your vote.
- m. Institutional / Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id [anilglohia@gmail.com](mailto:anilglohia@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). Such authorisation should contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be 'Corporate Name EVEN'.
- (B) In case of a Member whose e-mail address is not registered / updated with the Company / CIL Securities Limited / Depository Participant(s), please follow the following steps to generate your login credentials:**
- a) **Members holding shares in physical mode, who have not registered / updated their email address with the Company / CIL Securities Limited, may get their e-mail address registered, by submitting Form ISR-1 (available on the website of the Company: [www.lotuschocolate.com](http://www.lotuschocolate.com)) duly filled and signed along with requisite supporting documents to CIL Securities Limited at 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500001.**
- b) **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- c) After due verification, the Company / CIL Securities Limited will forward your login credentials to your registered e-mail address.
- d) Follow the instructions at I.(A).(a) to (m) to cast your vote.
- (II) Members can also update their mobile number and e-mail address in the 'user profile details' in their e-voting login on <https://evoting.kfintech.com>.
- (III) Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date/ any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFintech in the manner as mentioned below:**
- (a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678
- (b) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate password.
- (c) Member may call on KFintech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com). After due verification of the request, User ID and password will be sent to the Member.
- (e) If the Member is already registered with KFintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
- (IV) In case of any query on e-voting, Members may refer to the 'Help' and 'FAQs' sections / E-voting user manual available through a dropdown menu in the 'Downloads' section of KFintech's website

for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under Note No. 12(E).

**D. INSTA POLL:**

**(viii) INFORMATION AND INSTRUCTIONS FOR INSTA POLL:**

**Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, 'Vote', will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.**

**E. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

**(ix) Members are requested to note the following contact details for addressing e-voting related grievances:**

Mr. V. Balakrishnan, Vice President  
KFin Technologies Limited  
(Unit: Lotus Chocolate Company Limited)  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad – 500 032,  
Telangana.  
Toll-free No.: 1800 309 4001  
(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).  
E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com),  
[inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

**F. E-VOTING RESULT:**

- (x) The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or any person authorized by him. The result of e-voting will be announced within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: [www.lotuschocolate.com](http://www.lotuschocolate.com) and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to BSE Limited. The result will also be displayed at the registered office of the Company.

- (xi) **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 30, 2024.**

**Procedure for Inspection of Documents:**

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to [investors@lotuschocolate.com](mailto:investors@lotuschocolate.com) mentioning his / her / its folio number / DP ID and Client ID.

14. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, September 23, 2024 by sending e-mail on [investors@lotuschocolate.com](mailto:investors@lotuschocolate.com). The same will be replied by the Company suitably.

**Other Information**

15. As mandated by the SEBI, securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical mode are advised to avail the facility of dematerialisation.
16. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination etc., as per instructions set out below:
- For shares held in dematerialised mode to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/ update of e-mail address and opt-in/opt-out of nomination, which are available on NSDL's website at <https://eservices.nsdl.com>.
  - For shares held in physical mode by submitting to CIL Securities Limited the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number thereof	ISR -1
2.	Confirmation of signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

17. Non-Resident Indian members are requested to inform the Company / CIL Securities Limited (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
18. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition etc. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; renewal/exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to CIL Securities Limited as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at [https://www.lotuschocolate.com/investor\\_relation](https://www.lotuschocolate.com/investor_relation) and is also available on the website of CIL Securities Limited at <https://www.cilsecurities.com/Downloads/RTA>.

All aforesaid documents/requests should be submitted to CIL Securities Limited, at 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500001.

19. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of **Online Dispute Resolution** ("ODR") through a common ODR portal.

Members are requested to first take up their grievance, if any, with CIL Securities Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through:

- i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

The following Statement sets out all material facts relating to the special business proposed in this Notice:

**ITEM NO. 4 AND 5**

The Members of the Company through Special Resolutions passed by way of postal ballot on March 29, 2024 had authorised the Board of Directors of the Company to borrow funds up to an amount not exceeding ₹ 60 Crores and to provide security(ies) in connection with the borrowings of the Company, in terms of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 ("Act") respectively.

The Board of Directors, at its meeting held on July 17, 2024, had approved to increase the aforesaid limits considering the business requirements of the Company, subject to approval of members of the Company.

In accordance with the provisions of Sections 180(1)(c) and 180(1)(a) of the Act read with the Rules framed thereunder and the provisions of Listing Regulations as amended, the aforesaid proposals for increasing the borrowing powers and creating mortgage / charge on the properties of the Company in favour of the lenders etc. require approval of the Members of the Company by way of Special Resolutions.

Accordingly, approval of the members is sought to increase the borrowing limit and authorize the Board to borrow money(ies) up to an amount which may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium by a sum not exceeding ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) and to create mortgage / charge on the properties of the Company subject to aforesaid limits.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolutions set out at Item Nos. 4 and 5 of the Notice.

The above proposals are in the interest of the Company and accordingly, the Board commends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the Members.

**ANNEXURE TO THE NOTICE DATED SEPTEMBER 5, 2024**

**Details of Directors retiring by rotation at the Meeting:**

<b>Mr. Krishnakumar Thirumalai</b>	
DIN	00079047
Age	65 years
Qualifications	MBA from Indian Institute of Management, Bangalore and BE (Hons) from Madras University. He also participated in a Management program at ISB Hyderabad in 2014.
Experience (including expertise in specific functional area) / Brief Resume	He has over 4 decades of experience in the FMCG sector, across developing and emerging markets, handling strategy, marketing, sales, distribution and supply chain. He was the President of Coca Cola India & South West Asia and he was instrumental in making Coca Cola the largest beverage company in India as a market leader with a profitable growth.
Terms and conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Krishnakumar Thirumalai, who was appointed as Non-Executive Director at the Annual General Meeting held on August 10, 2023, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Nil
Remuneration proposed to be paid	Nil
Date of first Appointment on the Board	May 24, 2023
Number of meetings of the Board attended	FY 2023-24: 5 out of 5 meetings held FY 2024-25 (till the date of this Notice): 3 out of 3 meetings held
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorships of other Boards as on March 31, 2024	<ul style="list-style-type: none"> <li>• E.I.D Parry (India) Limited</li> <li>• KSL Media Limited</li> <li>• Reliance Consumer Products Limited</li> </ul>
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	<b>E.I.D Parry (India) Limited</b> <ul style="list-style-type: none"> <li>• Stakeholders' Relationship Committee -Member</li> <li>• Corporate Social Responsibility Committee - Member</li> </ul>
	<b>Reliance Consumer Products Limited</b> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee – Member</li> </ul>
	<b>KSL Media Limited</b> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee – Member</li> </ul>
Listed entities from which the Director has resigned in the past 3 years	Nil

<b>Mr. Ketan Mody</b>	
DIN	07723933
Age	47 years
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	He has over two decades of experience spanning various industries including FMCG, Retail, & Telecom, Fashion & Lifestyle, in treasury, finance and strategy roles. His expertise lies in business strategy, operations, planning & strategic alliances. He has worked extensively in corporate development and inorganic growth, including mergers and acquisitions (M&A), partnerships, and joint ventures (JVs).
Terms and conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Ketan Mody, who was appointed as Non-Executive Director at the Annual General Meeting held on August 10, 2023, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2023-24)	Nil
Remuneration proposed to be paid	Nil
Date of first Appointment on the Board	May 24, 2023
Number of meetings of the Board attended	FY 2023-24: 5 out of 5 meetings held FY 2024-25 (till the date of this Notice): 3 out of 3 meetings held
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorships of other Boards as on March 31, 2024	Sosyo Hajoori Beverages Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil
Listed entities from which the Director has resigned in the past 3 years	Nil