

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L15200TG1988PLC009111

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

LOTUS CHOCOLATE COMPANY

(b) 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  
500034

(c) \*e-mail ID of the company

CS\*\*\*\*\*TE.COM

(d) \*Telephone number with STD code

40\*\*\*\*\*24

(e) Website

www.lotuschocolate.com

(iii) Date of Incorporation

03/10/1988

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

L67120TG1989PLC010188

Pre-fill

Name of the Registrar and Transfer Agent

CIL SECURITIES LIMITED

Registered office address of the Registrar and Transfer Agents

214, RAGHAVA RATNA TOWERSCHIRAG ALI LANE  
ABIDS

(vii) \*Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

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	C1	Food, beverages and tobacco products	100

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

\*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RELIANCE INDUSTRIES LIMITED	L17110MH1973PLC019786	Holding	0
2	RELIANCE RETAIL VENTURES LI	U51909MH2006PLC166166	Holding	0

3	RELIANCE CONSUMER PRODU	U52300MH2022PLC394370	Holding	51
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#### 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	14,000,000	12,841,049	12,841,049	12,841,049
Total amount of equity shares (in Rupees)	140,000,000	128,410,490	128,410,490	128,410,490

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	14,000,000	12,841,049	12,841,049	12,841,049
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	140,000,000	128,410,490	128,410,490	128,410,490

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	58,793,200	50,793,200	50,793,200	50,793,200
Total amount of preference shares (in rupees)	587,932,000	507,932,000	507,932,000	507,932,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Non-cumulative, non-convertible, non-participating r				
Number of preference shares	58,793,200	50,793,200	50,793,200	50,793,200
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	587,932,000	507,932,000	507,932,000	507,932,000

###### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	951,181	11,889,868	12841049	128,410,490	128,410,490	
<b>Increase during the year</b>	0	84,421	84421	844,210	844,210	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	84,421	84421	844,210	844,210	
Dematerialisation of Shares						
<b>Decrease during the year</b>	84,421	0	84421	844,210	844,210	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	84,421	0	84421	844,210	844,210	
Dematerialisation of Shares						
<b>At the end of the year</b>	866,760	11,974,289	12841049	128,410,490	128,410,490	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	7,396,600	7396600	73,966,000	73,966,000	
<b>Increase during the year</b>	0	50,793,200	50793200	507,932,000	507,932,000	0
i. Issues of shares	0	50,793,200	50793200	507,932,000	507,932,000	
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
<b>Decrease during the year</b>	0	7,396,600	7396600	73,966,000	73,966,000	0
i. Redemption of shares	0	7,396,600	7396600	73,966,000	73,966,000	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	50,793,200	50793200	507,932,000	507,932,000	0

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		(i)	(ii)	(iii)
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

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of 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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(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
<b>Total</b>					

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

2,000,313,453

**(ii) Net worth of the Company**

464,195,181

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,705,085	21.07	12,698,300	25
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0

2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	6,549,065	51	25,396,600	50
10.	Others	0	0	0	0
	<b>Total</b>	9,254,150	72.07	38,094,900	75

**Total number of shareholders (promoters)**

9

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,298,931	25.69	0	0
	(ii) Non-resident Indian (NRI)	25,977	0.2	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	700	0.01	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0



4.	Banks	1,200	0.01	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	229,325	1.79	12,698,300	25
10.	Others As per Annexure 5	30,766	0.24	0	0
	<b>Total</b>	3,586,899	27.94	12,698,300	25

**Total number of shareholders (other than promoters)**

12,751

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

12,760

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

Details	At the beginning of the year	At the end of the year
Promoters	8	9
Members (other than promoters)	15,370	12,751
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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	5	0	8	0	0
(i) Non-Independent	1	3	0	5	0	0
(ii) Independent	0	2	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & 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	0	0	0	0	0	0
Total	1	5	0	8	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date** 11

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
BHARATHAN RAJAGC	02464132	Director	0	
DIPAK CHAND JAIN	00228513	Director	0	
KRISHNAN SUDARSH	01029826	Director	0	
KRISHNAKUMAR THIR	00079047	Director	0	
KETAN PRAVINCHAN	07723933	Director	0	
RENUKA SHASTRY	02578917	Director	0	
DINESH TALUJA	08144541	Director	0	
ASIM BHUPATRAI PA	00056125	Director	0	
SANDIPAN GHOSH	██████████	CEO	0	
SUSENDRA GAUTHAI	██████████	CFO	0	
UTSAV SAINI	██████████	Company Secretar	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 26

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
ADMALA SURYA P	07567290	Director	24/05/2023	Cessation
GANGASANI SUDH	07261620	Director	24/05/2023	Cessation
GOTTEMUKKALA V	02435073	Director	24/05/2023	Cessation
USHA ABBAGANI	09056155	Director	24/05/2023	Cessation
DIPAK CHAND JAIN	00228513	Additional director	24/05/2023	Appointment
KRISHNAN SUDAR	01029826	Additional director	24/05/2023	Appointment
RENUKA SHASTRY	02578917	Additional director	24/05/2023	Appointment
DINESH TALUJA	08144541	Additional director	24/05/2023	Appointment
KRISHNAKUMAR T	00079047	Additional director	24/05/2023	Appointment
KETAN PRAVINCH/	07723933	Additional director	24/05/2023	Appointment
DIPAK CHAND JAIN	00228513	Director	10/08/2023	Change in designation
KRISHNAN SUDAR	01029826	Director	10/08/2023	Change in designation
RENUKA SHASTRY	02578917	Director	10/08/2023	Change in designation
DINESH TALUJA	08144541	Director	10/08/2023	Change in designation
KRISHNAKUMAR T	00079047	Director	10/08/2023	Change in designation
KETAN PRAVINCH/	07723933	Director	10/08/2023	Change in designation
SUBRAMANYA RAM	02395478	Whole-time director	02/11/2023	Cessation
ASIM BHUPATRAI F	00056125	Additional director	03/01/2024	Appointment
ASIM BHUPATRAI F	00056125	Director	29/03/2024	Change in designation
VIVEKANAND NAR/	██████████	CFO	18/07/2023	Cessation

## 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	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	10/08/2023	14,277	79	72.24

## B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2023	6	6	100
2	24/05/2023	8	8	100
3	18/07/2023	8	8	100
4	17/10/2023	8	8	100
5	02/01/2024	7	7	100
6	16/01/2024	8	8	100

## C. COMMITTEE MEETINGS

Number of meetings held

20

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/05/2023	3	3	100
2	Audit Committee	18/07/2023	4	4	100
3	Audit Committee	17/10/2023	4	4	100
4	Audit Committee	02/01/2024	4	4	100
5	Audit Committee	16/01/2024	4	4	100
6	Audit Committee	26/03/2024	4	4	100
7	Nomination & I	22/05/2023	3	3	100
8	Nomination & I	24/05/2023	3	2	66.67
9	Nomination & I	18/07/2023	4	4	100
10	Nomination & I	17/10/2023	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	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 attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2024
								(Y/N/NA)
1	BHARATHAN	6	6	100	14	14	100	Yes
2	DIPAK CHANI	5	5	100	9	9	100	Yes
3	KRISHNAN SI	5	5	100	16	16	100	Yes
4	KRISHNAKUM	5	5	100	0	0	0	Yes
5	KETAN PRAV	5	5	100	11	11	100	Yes
6	RENUKA SHA	5	5	100	0	0	0	Yes
7	DINESH TALL	5	5	100	12	12	100	Yes
8	ASIM BHUPA	1	1	100	0	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	SUBRAMANYA RA	Whole-time Dire	435,050	0	0	0	435,050
	Total		435,050	0	0	0	435,050

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	VIVEKANAND NAR	CFO	69,600	0	0	0	69,600
2	SUBODHAKANATA	Company Secre	815,455	0	0	0	815,455
3	UTSAV SAINI	Company Secre	714,679	0	0	0	714,679
	Total		1,599,734	0	0	0	1,599,734

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	BHARATHAN RAJA	Director	0	0	0	595,000	595,000
2	DIPAK CHAND JAIN	Director	0	0	0	560,000	560,000
3	KRISHNAN SUDAR	Director	0	0	0	805,000	805,000
	Total		0	0	0	1,960,000	1,960,000

#### 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	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	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. 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.

Name

RAKHI AGARWAL

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6270

**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 all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DINESH TALUJA  
Digitally signed by DINESH TALUJA  
Date: 2024.11.25 13:24:41 +05'30'

DIN of the director

0\*1\*4\*4\*

**To be digitally signed by**

Utsav Saini  
Digitally signed by Utsav Saini  
Date: 2024.11.25 13:25:31 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

LCCListofShareholders30032024.pdf LCCL_MGT8.pdf Annexure to MGT 7.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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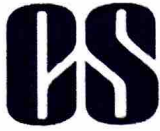
Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





**RAKHI AGARWAL**  
**Company Secretary**

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

**MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **Lotus Chocolate Company Limited** (hereinafter referred to as "**the Company**") having CIN: L15200TG1988PLC009111 as required to be maintained under the Companies Act, 2013 ("**the Act**") and the rules made thereunder for the financial year ended on March 31, 2024 (the "**Financial Year**"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I 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 with additional fees, as the case may be;
  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. The resolutions passed by circulation by the Board of Directors or Committees were duly noted and recorded in the minutes of the subsequent Board/ Committee Meetings;
  5. closure of Register of Members / Security holders, as the case may be - ~~There was no closure of Register of Members/ Security holders during the Financial Year;~~
  6. advance/ loan to its directors and/or persons or firms or companies referred in Section 185 of the Act- ~~There were no transactions under Section 185~~



*Rakhi Agarwal*



**RAKHI AGARWAL**  
**Company Secretary**

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

7. contracts and arrangements with related parties as specified in the provisions of Section 188 of the Act - **During the Financial Year, all contracts/arrangements with related parties were in ordinary course of business and on arm's length basis.**
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, right shares, and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act - **Not applicable to the Company during the Financial Year;**
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 - **Not applicable to the Company during the Financial Year;**
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 ("KMP") and the remuneration paid to them;
13. appointment/ ~~re-appointment/~~ 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 - **No deposits were accepted/ renewed/ repaid during the Financial Year;**
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 guarantee given or providing of securities to other bodies corporate or persons~~ falling under the provisions of Section 186 of the Act;



*Rakhi Agarwal*



**RAKHI AGARWAL**  
**Company Secretary**

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18. alteration of the provisions of the ~~Memorandum and/or~~ Articles of Association of the Company – Restated Articles of Association was adopted by the Company during the Financial Year.

**Place:** Hyderabad  
**Date:** 15.11.2024  
**UDIN:** F007047F002204869

Signature: \_\_\_\_\_

*Rakhi Agarwal*

**Rakhi Agarwal**  
**Practising Company Secretary**  
**Membership Number: F7047**  
**Certificate of Practice Number: 6270**  
**PR No. 12004AP452700**





LOTUS CHOCOLATE COMPANY LTD

Reg. 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 500034, Telangana  
Tel: 91-40-4020 2124  
E-mail: [investors@lotuschocolate.com](mailto:investors@lotuschocolate.com)  
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CIN: L15200TG1988PLC009111

**LOTUS CHOCOLATE COMPANY LIMITED**

**GIST OF ANNEXURES ATTACHED TO MGT-7 FINANCIAL YEAR 2023-24**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Annexure Nos.</b>	<b>Page Nos.</b>
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2.	Field IV (i) (d) – Share Capital – ISIN of the Equity shares of the Company	Annexure 2	3
3.	Field VI (a) – Shareholding Pattern – Promoter and Promoter Group	Annexure 3	4
4.	Field V - Turnover and net worth of the Company (as defined in the Companies Act, 2013)	Annexure 4	5
5.	Field VI (b) (1) (ii) – Shareholding Pattern – Public / Other than Promoters – Individual / Hindu Undivided Family – Non- resident Indian (NRI)  Field VI (b) (10) – Shareholding Pattern – Public / Other than Promoters – Others	Annexure 5	6
6.	Field VII - Number of Promoters, Members, Debenture Holders (Details, Promoters, Members (other than promoters), Debenture holders)	Annexure 6	7
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10.	Designated Person under Rule 9 of Companies (Management and Administration) Rules, 2014	Annexure 10	14

## Annexure 1

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

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 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 is 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.

## 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, 2024, 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 01-04-2023)					Shareholding at the end of the year (As on 31-03-2024)					
			No. of Shares			% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares			% of total Shares of the Company	% of Shares Pledged / encumbered to total 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	0	0	0	0	0	65,49,065	0	65,49,065	51.00	0	51.00
2.	Ananth Peraje Pai*	Promoter Group	36,60,272	0	36,60,272	28.50	0	3,85,805	0	3,85,805	3.00	0	(25.50)
3.	Prakash Peraje Pai*	Promoter Group	36,59,272	0	36,59,272	28.50	0	3,84,804	0	3,84,804	3.00	0	(25.50)
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	0.00
5.	Nivedita Pai	Promoter Group	1,52,500	0	1,52,500	1.19	0	1,52,500	0	1,52,500	1.19	0	0.00
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	0.00
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	0.00
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	0.00
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	0.00
	<b>Total</b>		<b>92,54,020</b>	<b>0</b>	<b>92,54,020</b>	<b>72.07</b>	<b>0</b>	<b>92,54,150</b>	<b>0</b>	<b>92,54,150</b>	<b>72.07</b>	<b>0</b>	<b>0</b>

\* Reliance Consumer Products Limited (RCPL) had acquired 65,48,935 equity shares of the Company on May 24, 2023 pursuant to share purchase agreement dated December 29, 2022 and 130 equity shares of the Company from the public shareholders pursuant to the open offer made to the public shareholders in terms of SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011 and accordingly RCPL became Promoter and holding company of the Company, exercising sole control of the Company. Further, Mr. Ananth Peraje Pai and Mr. Prakash Peraje Pai (erstwhile promoters) have been categorised from Promoter to Promoter Group category.

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

(i) Turnover: Rs. 200,03,13,453/-\*  
 (\*Excludes Goods and Service Tax)

(ii) Net worth: Rs. 46,41,95,181/-

**Computation of Net worth :**

<b>Item</b>	<b>Amount in Rs.</b>
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	(21,01,15,751)
<b>Total</b>	<b>46,41,95,181</b>

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.



**Field VI (b) (1) (ii) – Shareholding Pattern – Public / Other than Promoters – Individual / Hindu Undivided Family – Non- resident Indian (NRI)**

The shareholding of Non-Resident Indians Repatriable and Non-Resident Indians Non Repatriable have been clubbed under the category of Non-resident Indian (NRI). The details of the same are as under:

Sr. No.	Category	No. of equity shares as on March 31, 2024	Percentage
1.	Non-Resident Indians (Repatriable)	21,873	0.17
2.	Non-Resident Indians (Non Repatriable)	4,104	0.03
	<b>Total</b>	<b>25,977</b>	<b>0.20</b>

**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	29,011	0.23	0	0.00
2.	Clearing Members	255	0	0	0.00
3.	Foreign Banks	1,500	0.01	0	0.00
	<b>Others - Total</b>	<b>30,766</b>	<b>0.24</b>		

**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, 2024. 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, 2024. 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 12,751.

## Field VIII. Details of Directors and Key Managerial Personnel

(B)(ii) Particulars of change in director(s) and Key managerial personnel during the year 26

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Admala Surya Prakash Reddy	07567290	Director	24/05/2023	Cessation
Gangasani Sudhakar Reddy	07261620	Director	24/05/2023	Cessation
Gottemukkala Venkatapathi Raju	02435073	Director	24/05/2023	Cessation
Usha Abbagani	09056155	Director	24/05/2023	Cessation
Dipak Chand Jain	00228513	Additional director	24/05/2023	Appointment
Krishnan Sudarshan	01029826	Additional director	24/05/2023	Appointment
Renuka Shastry	02578917	Additional director	24/05/2023	Appointment
Dinesh Taluja	08144541	Additional director	24/05/2023	Appointment
Krishnakumar Thirumalai	00079047	Additional director	24/05/2023	Appointment
Ketan Pravinchandra Mody	07723933	Additional director	24/05/2023	Appointment
Dipak Chand Jain	00228513	Director	10/08/2023	Change in designation
Krishnan Sudarshan	01029826	Director	10/08/2023	Change in designation
Renuka Shastry	02578917	Director	10/08/2023	Change in designation
Dinesh Taluja	08144541	Director	10/08/2023	Change in designation

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Krishnakumar Thirumalai	00079047	Director	10/08/2023	Change in designation
Ketan Pravinchandra Mody	07723933	Director	10/08/2023	Change in designation
Subramanya Ram Ganpath	02395478	Whole-time director	02/11/2023	Cessation
Asim Bhupatrai Parekh	00056125	Additional director	03/01/2024	Appointment
Asim Bhupatrai Parekh	00056125	Director	29/03/2024	Change in designation
Vivekanand Narayan Prabhu	██████████	CFO	18/07/2023	Cessation
Susendra Gautham	██████████	CFO	18/07/2023	Appointment
Sikander Aman Khullar	██████████	CEO	18/07/2023	Appointment
Sikander Aman Khullar	██████████	CEO	02/01/2024	Cessation
Subodhakanta Sahoo	██████████	Company Secretary	02/01/2024	Cessation
Sandipan Ghosh	██████████	CEO	03/01/2024	Appointment
Utsav Saini	██████████	Company Secretary	03/01/2024	Appointment

Mr. Subramanya Ram Ganpath completed his 5-year term as a Whole-time Director on November 2, 2023. Upon completion of his term, he also ceased to be a Director of the Company.

**Field IX – Meetings of Members/Class of Members /Board/Committees of the Board of Directors**

**C. Committee Meetings**

Number of Meetings held: 20

<b>Type of Meeting: Audit Committee</b>				
<b>Sr. No.</b>	<b>Date</b>	<b>Total Number of members as on the date of the meeting</b>	<b>Attendance</b>	
			<b>Number of members attended</b>	<b>% of attendance</b>
1.	22.05.2023	3	3	100
2.	18.07.2023	4	4	100
3.	17.10.2023	4	4	100
4.	02.01.2024	4	4	100
5.	16.01.2024	4	4	100
6.	26.03.2024	4	4	100

<b>Type of Meeting: Nomination and Remuneration Committee</b>				
<b>Sr. No.</b>	<b>Date</b>	<b>Total Number of members as on the date of the meeting</b>	<b>Attendance</b>	
			<b>Number of members attended</b>	<b>% of attendance</b>
1.	22.05.2023	3	3	100
2.	24.05.2023	3	2	66.67
3.	18.07.2023	4	4	100
4.	17.10.2023	4	4	100
5.	02.01.2024	4	4	100
6.	16.01.2024	4	4	100

<b>Type of Meeting: Stakeholders' Relationship Committee</b>				
<b>Sr. No.</b>	<b>Date</b>	<b>Total Number of members as on the date of the meeting</b>	<b>Attendance</b>	
			<b>Number of members Attended</b>	<b>% of attendance</b>
1.	09.06.2023	4	4	100
2.	14.07.2023	4	4	100
3.	23.08.2023	4	4	100
4.	20.09.2023	4	4	100
5.	17.10.2023	4	4	100

Type of Meeting: Risk Management Committee				
Sr. No.	Date	Total Number of members as on the date of the meeting	Attendance	
			Number of members attended	% of attendance
1.	26.03.2024	3	3	100

Type of Meeting: Corporate Social Responsibility Committee				
Sr. No.	Date	Total Number of members as on the date of the meeting	Attendance	
			Number of members attended	% of attendance
1.	22.05.2023	3	3	100
2.	18.07.2023	4	4	100

#### D. Attendance of Directors

Sr. no.	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 attendance	Number of meetings which director was entitled to attend	Number of meetings attended	% of attendance	30/09/2024  (Y/N/NA)
1.	Mr. Bharathan Rajagopalan Thatai	6	6	100	14	14	100	Yes
2.	Mr. Dipak Chand Jain	5	5	100	9	9	100	Yes
3.	Mr. Krishnan Sudarshan	5	5	100	16	16	100	Yes
4.	Mr. Krishnakumar Thirumalai	5	5	100	0	0	0	Yes
5.	Ketan Pravinchandra Mody	5	5	100	11	11	100	Yes
6.	Renuka Shastry	5	5	100	0	0	0	Yes
7.	Dinesh Taluja	5	5	100	12	12	100	Yes
8.	Asim Bhupatrai Parekh	1	1	100	0	0	0	Yes
9.	Mr. Subramanya Ram Ganpath#	4	4	100	5	5	100	Not Applicable

Sr. no.	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 attendance	Number of meetings which director was entitled to attend	Number of meetings attended	% of attendance	30/09/2024
								(Y/N/NA)
10.	Mr. Gottemukkala Venkatapathi Raju*	1	1	100	3	2	66.67	Not Applicable
11.	Mr. Gangasani Sudhakar Reddy*	1	1	100	1	1	100	Not Applicable
12.	Mr. Admala Surya Prakash Reddy*	1	1	100	0	0	0	Not Applicable
13.	Ms. Usha Abbagani*	1	1	100	4	4	100	Not Applicable

# completed his term as a Whole-Time Director of the Company, on November 02, 2023. Upon completion of his term, he ceased to be a Director of the Company.

\* ceased to be Directors w.e.f. May 24, 2023.

**Annexure 9****Field X : Remuneration of Directors and Key Managerial Personnel**

Number of other directors whose remuneration details to be entered – 3

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Gross Salary</b>	<b>Commission</b>	<b>Stock Option / Sweat Equity</b>	<b>Others*</b>	<b>Total Amount (in Rs.)</b>
1.	Mr. Bharathan Rajagopalan Thatai	Director	-	-	-	5,95,000	5,95,000
2.	Mr. Dipak Chand Jain	Director	-	-	-	5,60,000	5,60,000
3.	Mr. Krishnan Sudarshan	Director	-	-	-	8,05,000	8,05,000
	<b>Total</b>					<b>19,60,000</b>	<b>19,60,000</b>

\*Remuneration represents Sitting fees.



**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.