# FORM NO. MGT-7

Form language

[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]



# **Annual Return**

(other than OPCs and Small Companies)

Refer	the instruction kit for filing the forn	n.					
I. RE	EGISTRATION AND OTHER	RDETAILS					
(i) * C	orporate Identification Number (CI	N) of the company	L15200	5200TG1988PLC009111			
G	Global Location Number (GLN) of the company						
* P	ermanent Account Number (PAN)	of the company					
(ii) (a)	Name of the company		LOTUS	CHOCOLATE COMPAN)			
(b)	Registered office address						
, H ,	8-2-596, 1st FL, 1B, SUMEDHA ESTAT , STREET NO.1, RD.10, BANJ .HILLS N HYDERABAD Andhra Pradesh 500034						
(c)	*e-mail ID of the company		info@lo	tuschocolate.com			
(d)	*Telephone number with STD co	de	04023352608				
(e)	) Website						
(iii)	Date of Incorporation		03/10/1	988			
(iv)	Type of the Company	Category of the Company		Sub-category of the C	Company		
	Public Company Company limited by sha		res	Indian Non-Gove	rnment company		
(v) Wh	ether company is having share ca	pital	Yes (	○ No			
(vi) *W	hether shares listed on recognized	d Stock Exchange(s)	Yes (	○ No			

a)	L	)	et	ai	ls	ot	S	toc	k	exc	har	ıge	S	Wł	nei	re	sh	nar	es	ar	е	list	ted	

\*Number of business activities |

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE 33	33

	(b) CIN of the Registrar and	d Transfer Agent		L67120TG	1989PLC010188	7 [	Pre-fill
	Name of the Registrar and	l Transfer Agent					
	CIL SECURITIES LIMITED						
	Registered office address	of the Registrar and Tr	ransfer Agents			_	
	214, RAGHAVA RATNA TOWERSCHIRAG ALI LANE ABIDS						
(vii)	*Financial year From date	01/04/2022	(DD/MM/YYYY)	To date	31/03/2023		(DD/MM/YYYY)
(viii)	*Whether Annual general r	meeting (AGM) held	<ul><li>Y</li></ul>	es 🔾	No		
	(a) If yes, date of AGM	10/08/2023					
	(b) Due date of AGM	30/09/2023					
	(c) Whether any extension	for AGM granted		) Yes	<ul><li>No</li></ul>		
II. P	RINCIPAL BUSINESS	S ACTIVITIES OF	THE COMPAN	Y			

	Main Activity group code		Business Activity Code	,	% of turnover of the company
1	С	Manufacturing	C1	Food, beverages and tobacco products	100

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

			7	
*No. of Companies for	which information is to b	e given 0		Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

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 Equity Share	Authoricad	Icabilai	Subscribed capital	Paid up capital
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	7,396,600	7,396,600	7,396,600
Total amount of preference shares (in rupees)	587,932,000	73,966,000	73,966,000	73,966,000

Number of classes 1

Class of shares Preference Share	Authoricad	Capital	Subscribed capital	Paid up capital
Number of preference shares	58,793,200	7,396,600	7,396,600	7,396,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	587,932,000	73,966,000	73,966,000	73,966,000

### (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	
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	997,355	11,843,694	12841049	128,410,490	128,410,49	

Increase during the year	0	46,174	46174	0	0	0
i. Pubic 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 Shares converted into demat	0	46,174	46174			
Decrease during the year	46,174	0	46174	0	0	0
i. Buy-back of shares						
	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	46,174		46174			
Shares converted into demat	40,174		40174			
At the end of the year	951,181	11,889,868	12841049	128,410,490	128,410,49	
Preference shares						
At the beginning of the year	0	7,396,600	7396600	73,966,000	73,966,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0		0	0	0	0
i. Neuemphon of shares	0	0	0	0	0	0

ii. Shares forfeited		0	0	0	0	0	
iii. Reduction of share capit	al	0	0	0	0	0	0
iv. Others, specify		1					
At the and of the year							
At the end of the year		0	7,396,600	7396600	73,966,000	73,966,000	
SIN of the equity shares o	of the company				INE02	26D01011	
(ii) Details of stock spli	t/consolidation during th	e year (for ea	sch class of s	shares)	0		
Class of	shares	(i)		(ii)		(ii	i)
Before split /	Number of shares						
Consolidation	Face value per share						
After split /	Number of shares						
Consolidation	Face value per share						
⊠ Nil	t any time since the	·	ion of the			Not Appl	icable
	ached for details of trans		-	Yes 🔾	No	11	
Note: In case list of trans Media may be shown.	sfer exceeds 10, option fo	r submission a	as a separate	e sheet attach	nment or sub	mission in a	a CD/Digital
Date of the previous	annual general meetin	g					
Date of registration of	of transfer (Date Month	Year)					
Type of transfe	er	1 - Equity,	2- Preferen	ce Shares,3	s - Debentu	res, 4 - Sto	ock
Number of Shares/ [ Units Transferred	Number of Shares/ Debentures/ Units Transferred  Amount per Share/ Debenture/Unit (in Rs.)						

Ledger Folio of Transferor								
Transferor's Name								
	Surname		middle name	first name				
Ledger Folio of Trans	sferee							
Transferee's Name								
	Surname		middle name	first name				
Date of registration of transfer (Date Month Year)								
Type of transfer	r 1	- Equity	/, 2- Preference Shares,3 -	Debentures, 4 - Stock				
Number of Shares/ D Units Transferred	Debentures/		Amount per Share/ Debenture/Unit (in Rs.)					
Ledger Folio of Trans	sferor							
Transferor's Name								
	Surname		middle name	first name				
Ledger Folio of Trans	sferee	,						
Transferee's Name								
	Surname		middle name	first name				
iv) *Debentures (Outstanding as at the end of financial vear)								

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

Particulars	Number of units	Nominal value per unit	Total value
Total			0

### **Details of debentures**

Class of debentures	Outstanding as at the beginning of 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)

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

0

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

(i) Turnover

627,180,545

(ii) Net worth of the Company

-20,354,933

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

S. No.	Category	Equ	ity	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	9,254,020	72.07	7,396,600	100
	(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)	0	0	0	0
10.	Others	0	0	0	0
	Total	9,254,020	72.07	7,396,600	100

**Total number of shareholders (promoters)** 

8		

## (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	3,338,880	26	0	0	
	(ii) Non-resident Indian (NRI)	10,865	0.08	0	0	
	(iii) Foreign national (other than NRI)	1,500	0.01	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)	231,824	1.81	0	0
10.	Others Clearing Members	2,060	0.02	0	0
	Total	3,587,029	27.94	0	0

Total number of shareholders (other than promoters)

15,370

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

15,378

# 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	8
Members (other than promoters)	10,838	15,370
Debenture holders	0	0

### VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	4	1	5	0	0.97
(i) Non-Independent	1	2	1	3	0	0.02
(ii) Independent	0	2	0	2	0	0.95
C. Nominee Directors representing	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	4	1	5	0	0.97

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

8

### (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)
Subramanya Ram Ganp	02395478	Whole-time directo	0	
Gottemukkala Venkatap 02435073 Dire		Director	120,000	24/05/2023
Bharathan Rajgopalan 1 02464132		Director	2,000	
Gangasani Sudhakar Re	07261620	Director	1,745	24/05/2023
Usha Abbagani	Usha Abbagani 09056155 Direct		0	24/05/2023
Admala Surya Prakash 07567290 I		Director	746	24/05/2023
Subodhakanta Sahoo		Company Secretar	0	
Vivekanand Narayan Pr		CFO	0	

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

3

Name	DIN/PAN	beginning / during		Nature of change (Appointment/ Change in designation/ Cessation)
Admala Surya Prakash	07567290	Director	05/08/2022	Appointment
Vivekanand Narayan Pr		CFO	30/06/2022	Cessation
Vivekanand Narayan Pr		CFO	05/12/2022	Appointment

# 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
-------------------------

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance		
		atteriu meeting		% of total shareholding	
Annual General Meeting	30/09/2022	10,730	60	0.04	
Extraordinary General Meet	16/02/2023	14,284	52	67.74	

### **B. BOARD MEETINGS**

\*Number of meetings held 8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting			
			Number of directors attended	% of attendance	
1	18/05/2022	5	5	100	
2	30/06/2022	5	5	100	
3	05/08/2022	6	6	100	
4	06/09/2022	6	6	100	
5	11/11/2022	6	6	100	
6	05/12/2022	6	6	100	
7	29/12/2022	6	6	100	
8	31/01/2023	6	6	100	

### C. COMMITTEE MEETINGS

Number of meetings held 10

S. No.		<b>.</b>	Total Number of Members as	Attendance			
		Date of meeting	on the date of the meeting	Number of members attended	% of attendance		
1	Audit Committe	18/05/2022	3	3	100		
2	Audit Committe	05/08/2022	3	3	100		
3	Audit Committe	11/11/2022	3	3	100		
4	Audit Committe	05/12/2022	3	3	100		
5	Audit Committe	29/12/2022	3	3	100		
6	Audit Committe	31/01/2023	3	3	100		
7	Nomination & I	05/08/2022	3	3	100		

S. No.	Type of meeting	Date of meeting		Attendance		
				Number of members attended	% of attendance	
8	Nomination & I	05/12/2022	3	3	100	
9	Stakeholders F	29/03/2023	3	3	100	
10	Corporate Soc	31/01/2023	3	3	100	

### D. \*ATTENDANCE OF DIRECTORS

			Board Meetings		Co	Whether attended AGM		
S. No.	Name of the director	Number of Meetings which director was entitled to attend	Meetings	% of attendance		Number of Meetings attended	% of attendance	10/08/2023 (Y/N/NA)
1	Subramanya F	8	8	100	1	1	100	Yes
2	Gottemukkala	8	8	100	9	9	100	Not Applicable
3	Bharathan Raj	8	8	100	9	9	100	Yes
4	Gangasani Su	8	8	100	1	1	100	Not Applicable
5	Usha Abbagar	8	8	100	10	10	100	Not Applicable
6	Admala Surya	6	6	100	0	0	0	Not Applicable

### 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	
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount	
1	Subramanya Ram 0	Whole-time Dire	745,800	0	0	0	745,800	
	Total		745,800	0	0	0	745,800	

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

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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
					·		
1	Subodhakanta Saho	Company Secre	738,408	0	0	0	738,408
2	Vivekanand Naraya	CFO	420,000	0	0	0	420,000

	1			1			041-0	4: /		T-4-1
S. No.	Nar	ne I	Designation	Gross Sa	lary	Commission	Stock Op Sweat ed		Others	Total Amoun
	Total			1,158,4	08	0	0		0	1,158,4
lumber o	of other direc	tors whose ren	nuneration de	tails to be ent	ered		_		0	
S. No.	Nar	ne	Designation	Gross Sa	lary	Commission	Stock Op Sweat ed		Others	Total Amoun
1										0
	Total									
B. If N  II. PENA  A) DETA  Name o	No, give reason	UNISHMENT ALTIES / PUN Name of the oconcerned Authority	- DETAILS TI	HEREOF POSED ON C	Name of section ι	Y/DIRECTOR the Act and under which d / punished	S /OFFICERS  Details of pen punishment	alty/ [	il  Details of appea	
(B) DET	AILS OF CO	MPOUNDING	OF OFFENC	ES Ni	il					
Name of compan officers	f the y/ directors/	Name of the concerned Authority		of Order	section	of the Act and under which committed	Particulars o	f	Amount of con Rupees)	npounding (in
XIV. CC	Ye  OMPLIANCE  of a listed co	s No  OF SUB-SEC  mpany or a co	TION (2) OF s	SECTION 92, I paid up shar	IN CAS	<b>E OF LISTED</b> of Ten Crore	COMPANIES rupees or more	e or turn	over of Fifty Cro	ore rupees or
Nam	e		RAKHI AGA	RWAL						

Whet	ther associate or fello	ow	$\circ$	Associa	ate	ellow				
Cert	tificate of practice nu	mber	627	70						
(a) The (b) Unle	rtify that: return states the fact ess otherwise expresing the financial year.	sly stated to								s of the
				Dec	claration					
I am Au	ıthorised by the Boar	rd of Directo	rs of the co	mpany v	ide resoluti	on no	12	dated	31/01/2023	7
(DD/MN in respe	M/YYYY) to sign this ect of the subject ma	form and de	clare that a	II the red tters inci	quirements idental there	of the Con	npanies Act, 20	 )13 and the rule with. I further de	es made thereun	_l der
1.	Whatever is stated the subject matter	in this form	and in the	attachme	ents thereto	is true, co	rrect and com	plete and no inf	ormation materia	
2.	All the required atta	achments ha	ave been co	mpletel	y and legibl	y attached	to this form.			
	Attention is also dra nment for fraud, pur								act, 2013 which	provide 1
To be o	digitally signed by									
Directo	r		path   Digitally signed b Ganpath Subram Ram Ram   Date: 2023, 10,08 20:29:52 +05'30'	1						
DIN of	the director	02	395478							
To be o	digitally signed by	RA AG	KHI Digitally signed RAKHI AGARV ARWAL 20:39:52 +05'3	VAL 09 0'						
Com	npany Secretary									
<ul><li>Com</li></ul>	npany secretary in pr	ractice								
Membe	rship number 70	047		Се	ertificate of p	oractice nu	mber	6270	າ	$\neg$

Membership number

7047

6270

List of attachments 1. List of share holders, debenture holders LOTUS Shareholders as on 31-03-2023.pd Attach LCCL MGT-8\_ 2022-23.pdf 2. Approval letter for extension of AGM; Attach 3. Copy of MGT-8; Attach 4. Optional Attachement(s), if any **Attach** Remove attachment Prescrutiny Submit Check Form Modify

**Attachments** 

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



1-10-32 to 37/ D-003, Ground Floor, D block, Welkkin Park, Secunderabad, Telangana– 500 016 Email:rakhiagarwal79@yahoo.com Cell: 9246530679

#### Form No. 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, 2023. 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, with the Registrar of Companies, within/ beyond the prescribed time without/with additional fees, as the case may be;
  - 4. calling/ convening/ holding meetings of Board of Directors or its committees, 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 have been properly recorded in the Minutes Book/ registers maintained for the purpose and the same have been signed;
  - 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;

- advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act- There were no transactions under Section 185 of the Act during the financial year;
- 7. contracts/ arrangements with related parties as specified in section 188 of the Act- During the financial year, contracts/arrangements with related parties were in ordinary course of business and on arm's length basis as specified in section 188 of the Act;
- 8. issue of security certificates in all instances;
- 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act- No such requirement occurred during the 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/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13. appointment/ reappointment of auditors as per the provisions of section 139 of the Act;
- 14. approvals required to be taken from the, Registrar, under the various provisions of the Act; There were no approvals required to be taken form registrar during FY 2022-23.
- 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; There were no so such transactions during the financial year
- 17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act There were so such transactions during the financial year;

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. – There was an increase in the authorised share capital and consequential alteration to the Capital Clause of the Memorandum of Association of the Company during the financial year;

Signature: L

RAKHI Digitally signed by RAKHI AGARWAL Date: 2023.10.09 18:47:41 +05'30'

Date: October 09, 2023 Rakhi Agarwal
Practising Company Secretary
Membership No: F7047

Place: Hyderabad

COP Number: 6270

UDIN No.: F007047E001232414