



LOTUS CHOCOLATE COMPANY LTD

Reg. Office: 8-2-596, 1st 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
Website: www.lotuschocolate.com
CIN: L15200TG1988PLC009111

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Lotus Chocolate Company Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

The Board of Directors has appointed 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, as Scrutiniser for conducting the Postal Ballot, through e-voting 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 Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“**KFinTech**” or “**Registrar and Transfer Agent**”), as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	:	9.00 a.m. (IST) on Thursday, January 23, 2025
End of e-voting	:	5.00 p.m. (IST) on Friday, February 21, 2025



The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, February 25, 2025 and will be displayed on the Company's website at www.lotuschocolate.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchange i.e., BSE Limited and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS

1. Appointment of Ms. Riddhi Bhimani (DIN: 10072936) as an Independent Director of the Company

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Ms. Riddhi Bhimani (DIN:10072936), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., upto November 25, 2029, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Abhijeet Pai (DIN: 02100465) as a Non-Executive Director of the Company

To consider and 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 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Abhijeet Pai (DIN: 02100465) who was appointed as an Additional Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-Executive Director of the Company, liable to retire by rotation;



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Appointment of Mr. Aditya Pai (DIN: 07538946) as a Non-Executive Director of the Company

To consider and 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 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Aditya Pai (DIN: 07538946) who was appointed as an Additional Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as a Non-Executive Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Increase in borrowing limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013

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 at the Annual General Meeting held on September 30, 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, the 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)/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, provided that total amount so borrowed and outstanding at any point of time shall not exceed the sum of Rs. 500,00,00,000/- (Rupees Five Hundred Crore 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, ratified and confirmed in all respects.”

5. 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

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 at the Annual General Meeting held on September 30, 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



Postal Ballot Notice

LOTUS CHOCOLATE COMPANY LTD

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, January 20, 2025

Registered Office:

8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4,
Puzzolana Towers, Street No. 1, Road No. 10,
Banjara Hills, Hyderabad, Telangana – 500034
CIN: L15200TG1988PLC009111
Tel No: +91 40-40202124
Email: investors@lotuschocolate.com
Website: www.lotuschocolate.com



NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, January 17, 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.lotuschocolate.com, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on the website of KFinTech at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.lotuschocolate.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. **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.**
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.



8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, January 23, 2025 and ends at 5:00 p.m. (IST) on Friday, February 21, 2025.**

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

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, February 21, 2025.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investors@lotuschocolate.com mentioning his / her / its folio number / DP ID and Client ID.

11. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

- a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolutions by electronic means.
- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting	9:00 a.m. (IST) on Thursday, January 23, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, February 21, 2025

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

- c. **The manner of e-voting 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 hereinbelow.**

(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- a. **Once the vote on the resolutions is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**



b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per SEBI Master Circular, 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 Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

National Securities Depository Limited (NSDL)

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Click on the button “**Beneficial Owner**” available for login under ‘**IDeAS**’ section.
- iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
- iv. On successful authentication, you will enter your IDeAS service login. Click on “**Access to e-Voting**” under **Value Added Services** on the panel available on the left hand side.
- v. You will be able to see Company Name: “Lotus Chocolate Company Limited” on the next screen. **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.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Select option “**Register Online for IDeAS**” available on the left hand side of the page.
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.



3. **Users may directly access the e - Voting module of NSDL as per the following procedure:**
 - i. Type in the browser / Click on the following link:
<https://www.evoting.nsdl.com/>
 - ii. Click on the button “Login” available under “Shareholder/Member” section.
 - 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.
 - iv. You will be able to see Company Name: “Lotus Chocolate Company Limited” on the next screen. **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.

Central Depository Services (India) Limited (CDSL)

1. **Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:**
 - i. Type in the browser / Click on any of the following links:
<https://web.cdslindia.com/myeasitoken/home/login> or
www.cdslindia.com and click on **New System Myeasi / Login to My Easi option under Quick Login** (best operational in Internet Explorer 10 or above and Mozilla Firefox).
 - ii. Enter your User ID and Password for accessing Easi / Easiest.
 - iii. You will see Company Name: “Lotus Chocolate Company Limited” on the next screen. **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.



2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>

or

<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

- ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following link:
<https://evoting.cdslindia.com/Evoting/EvotingLogin>
- ii. Provide Demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. 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.

Procedure to login through their 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.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 / 1800 102 0990.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911

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

(I) (A) In case a member receives an e-mail from the Company / KFinTech [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 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 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.



- (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 in this Postal Ballot Notice separately. In case you do not desire to 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 Scrutiniser at e-mail id: anilglohia@gmail.com with a copy marked to evoting.lotus@kfinotech.com. Such authorisation shall 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 / KFinTech / 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 e-mail address with the Company, are requested to register / update the same by submitting Form ISR-1 (available on the website of the Company : www.lotuschocolate.com) duly filled and signed along with requisite documents to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or by writing to the Company with details of folio number and attaching a self-



attested copy of PAN card at investors@lotuschocolate.com or to KFinTech at lotusinvestor@kfintech.com.

- (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 / KFinTech 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 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 his / her / its Folio No. / DP ID Client ID:
- In case the shares are held in dematerialised mode:** The member may send SMS: **MYEPWD DP ID Client ID to 9212993399**
- Example for NSDL: MYEPWD IN12345612345678
Example for CDSL: MYEPWD 1402345612345678
- In case the shares are held in physical mode:** The member may send SMS: **MYEPWD E-Voting Event Number + Folio No. to 9212993399**
- Example for Physical: MYEPWD XXXX123456789
- (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.lotus@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 below.

(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

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

Shri V. Balakrishnan, Vice President
KFin Technologies Limited
Selenium Tower B, Plot No. 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
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.lotus@kfintech.com



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following statement sets out all the material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

The Nomination and Remuneration Committee ('NRC'), after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Ms. Riddhi Bhimani (DIN: 10072936) as an Independent Director of the Company. On November 26, 2024, the Board of Directors considered the recommendation and appointed Ms. Riddhi Bhimani, with effect from same date as an Additional Director, designated as an Independent Director of the Company. The Board of Directors on November 26, 2024 also approved that the tenure of office of Ms. Riddhi Bhimani as an Independent Director will be for a term of 5 (five) consecutive years, subject to the approval of members of the Company.

Ms. Riddhi Bhimani is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Riddhi Bhimani that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Ms. Riddhi Bhimani for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Ms. Riddhi Bhimani fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Riddhi Bhimani is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Ms. Riddhi Bhimani's vast experience in the areas of sales, marketing and operations in the FMCG and Retail Industry will immensely benefit the Company. She inter-alia possesses skills in leadership role, corporate governance, risk management and strategic planning. She has driven various key projects in Risk Consulting, Corporate Governance and Enterprise Risk Management during her tenure with Ernst and Young (India) for several multinational as well as domestic companies. In view of the above, the appointment of Ms. Riddhi Bhimani as an Independent Director is in the interest of the Company.

Details of Ms. Riddhi Bhimani pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.



Postal Ballot Notice

LOTUS CHOCOLATE COMPANY LTD

Ms. Riddhi Bhimani shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in the Board and other meetings.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, the appointment of Ms. Riddhi Bhimani as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Ms. Riddhi Bhimani as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Ms. Riddhi Bhimani as an Independent Director of the Company.

Copy of the letter of appointment issued to Ms. Riddhi Bhimani setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@lotuschocolate.com.

Ms. Riddhi Bhimani is interested in the resolution set out at item no. 1 in this Postal Ballot Notice with regard to her appointment. Relatives of Ms. Riddhi Bhimani may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 1 in this Postal Ballot Notice.

The Board of Directors commends the Special Resolution set out at item no. 1 in this Postal Ballot Notice for approval by the members.

Item Nos. 2 and 3

Based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Board of Directors of the Company at its meeting held on January 13, 2025, considered the recommendation and appointed Mr. Abhijeet Pai (DIN: 02100465) and Mr. Aditya Pai (DIN: 07538946) as Additional Directors, designated as Non-Executive Directors of the Company with effect from January 13, 2025, liable to retire by rotation, subject to approval of members.

The appointment of Mr. Abhijeet Pai and Mr. Aditya Pai on the Board will enable the Company to gain from their insights and new ideas. The Board is of the view that Mr. Abhijeet Pai and Mr. Aditya Pai's skills, background and capabilities are aligned to the role expected from them as Non-Executive Directors.

Mr. Abhijeet Pai and Mr. Aditya Pai are qualified to be appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from them confirming that they are not debarred from holding the office of director



by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notices under Section 160 of the Act from the members, proposing the candidature of Mr. Abhijeet Pai and Mr. Aditya Pai for the office of Non-Executive Directors of the Company.

Details of Mr. Abhijeet Pai and Mr. Aditya Pai pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); and (ii) Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of an ordinary resolution.

Accordingly, the approval of Members is sought for appointment of Mr. Abhijeet Pai and Mr. Aditya Pai as Non-Executive Directors of the Company.

Mr. Abhijeet Pai and Mr. Aditya Pai are members of the promoter group of the Company.

Mr. Abhijeet Pai and Mr. Aditya Pai are deemed to be interested in the resolutions set out at Item Nos. 2 and 3, respectively, in this Postal Ballot Notice.

Relatives of Mr. Abhijeet Pai and Mr. Aditya Pai may be deemed to be interested in the resolutions set out at Item Nos. 2 and 3, respectively, in this Postal Ballot Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 and 3 in this Postal Ballot Notice.

The Board commends the Ordinary Resolutions set out at Item Nos. 2 and 3 in this Postal Ballot Notice for approval by the Members.

Item Nos. 4 and 5

The Members of the Company through Special Resolutions passed at the Annual General Meeting held on September 30, 2024 had authorised the Board of Directors of the Company to borrow funds from Banks / Financial Institutions etc. from time to time, which may exceed at any point of time together with the money(ies) already borrowed by the Company, the aggregate of the paid-up share capital, free reserves and securities premium by a sum not exceeding Rs. 200 Crore 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 January 13, 2025, had approved to increase the aforesaid limit in terms of Section 180(1)(c) of the Act upto an amount not exceeding Rs. 500



Postal Ballot Notice

LOTUS CHOCOLATE COMPANY LTD

Cröre, considering the future 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 favor 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 of Directors to borrow money(ies) which may exceed at any point of time the aggregate of its paid-up share capital, free reserves and securities premium provided that total amount so borrowed and outstanding at any point of time shall not exceed the sum of Rs. 500,00,00,000 (Rupees Five Hundred Crore 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 resolutions set out at Item Nos. 4 and 5 in this Postal Ballot 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 in this Postal Ballot Notice for approval by the Members.

By Order of the Board of Directors

Utsav Saini

Company Secretary and
Compliance Officer

Mumbai, January 20, 2025

Registered Office:

8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4,
Puzzolana Towers, Street No. 1, Road No. 10,
Banjara Hills, Hyderabad, Telangana – 500034
CIN: L15200TG1988PLC009111
Tel No: +91 40-40202124
Email: investors@lotuschocolate.com
Website: www.lotuschocolate.com



Annexure to the Postal Ballot Notice

Ms. Riddhi Bhimani	
Age	42 years
Qualifications	Post Graduate Diploma in Management from Welingkar Institute of Management and Commerce Graduate from Mumbai University.
Experience (including expertise in specific functional area) / Brief Resume	Ms. Riddhi Bhimani is a postgraduate in marketing and has over 16 years of diversified work experience in the areas of sales, marketing and operations in the FMCG and Retail Industry. She inter alia possesses skills in leadership role, corporate governance, risk management and strategic planning. She has driven various key projects in Risk Consulting, Corporate Governance and Enterprise Risk Management during her tenure with Ernst and Young (India) for several multinational as well as domestic companies.
Terms and Conditions of Appointment	As per the resolution set out at item no. 1 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Sitting fee of Rs.35,000/- paid to Ms. Riddhi Bhimani (upto the date of this notice.)
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors and reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	November 26, 2024
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year (2024-25) till the	1 out of 1 meeting held



<p>date of this Postal Ballot Notice</p>	
<p>Directorships of other Boards as on date of Postal Ballot Notice</p>	<ol style="list-style-type: none"> 1. Reliance Industrial Infrastructure Limited 2. Reliance Logistics and Warehouse Holdings Limited 3. Reliance Syngas Limited 4. Reliance Ventures Limited 5. Infinite India Investment Management Limited 6. Tesseract Imaging Limited
<p>Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice</p>	<p>Reliance Industrial Infrastructure Limited Audit Committee – Chairperson Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member Risk Management Committee – Member</p> <p>Reliance Ventures Limited Information Technology Strategy Committee – Chairperson Audit Committee – Member Nomination and Remuneration Committee - Member</p> <p>Infinite India Investment Management Limited Audit Committee - Member Nomination and Remuneration Committee - Member Risk Management Committee – Member Corporate Social Responsibility Committee - Member</p> <p>Reliance Syngas Limited Corporate Social Responsibility Committee - Member</p> <p>Tesseract Imaging Limited Audit Committee - Member Nomination and Remuneration Committee - Member</p> <p>Reliance Logistics and Warehouse Holdings Limited Nomination and Remuneration Committee - Chairperson Audit Committee - Member</p>
<p>Listed entities from which the Director has resigned in the past three years</p>	<p>Nil</p>



Mr. Abhijeet Pai	
Age	40 years
Qualifications	B.E. Honors in Mechanical Engineering from University of Hertfordshire, United Kingdom.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Abhijeet Pai, a B.E. Hons. in Mechanical Engineering from University of Hertfordshire, United Kingdom, is a seasoned entrepreneur and one of the members of promoter group of the Company. He is currently serving as President of Puzzolana Group, a leading manufacturer of crushing and screening equipment for infrastructure and mining in Asia and have co-founded 'Gruhas', an investment arm focusing on early stage investments across built world tech, AI, energy transition etc. He has also forayed into the construction equipment sector by establishing Pai Machines.
Terms and Conditions of Appointment	As per the resolution set out at item no. 2 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
Remuneration proposed to be paid	No remuneration is proposed to be paid to Mr. Abhijeet Pai
Date of first appointment on the Board	Appointed as Additional Director (Non-executive) on November 5, 2008 and regularized as Director on September 30, 2009. Further he resigned from the position w.e.f. September 01, 2016 and accordingly ceased as Non-executive Director. Appointed as Additional Director w.e.f. January 13, 2025.
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Mr. Abhijeet Pai holds 3.52% of equity share capital and 12.50% of preference share capital of the Company.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year (2024-25) till the date of this Postal Ballot Notice	1 out of 1 meeting held



Postal Ballot Notice

LOTUS CHOCOLATE COMPANY LTD

Directorships of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none">1. Puzzolana Limited2. Gruhas Realty Investment Partners Private Limited3. Infra Bazaar Tech Private Limited4. Puzzolana Estates Private Limited5. Infra Bazaar Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil



Mr. Aditya Pai	
Age	30 years
Qualifications	B. Com from Osmania University, Hyderabad and Master of Engineering Business Management from University of Warwick, United Kingdom.
Experience (including expertise in specific functional area) / Brief Resume	Mr. Aditya Pai, a Graduate in Commerce from Osmania University, Hyderabad and Master of Engineering Business Management from University of Warwick, United Kingdom, is an emerging entrepreneur and one of the members of promoter group of the Company. His competencies lie in business development, business processes and strategic systems development.
Terms and Conditions of Appointment	As per the resolution set out at item no. 3 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY 2024-25)	Not Applicable
Remuneration proposed to be paid	No remuneration is proposed to be paid to Mr. Aditya Pai.
Date of first appointment on the Board	January 13, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Mr. Aditya Pai holds 3.17% of equity share capital of the Company.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2024-25) till the date of this Postal Ballot Notice	1 out of 1 meeting held
Directorships of other Boards as on date of Postal Ballot Notice	P.M.F. Estates Private Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil



Postal Ballot Notice

LOTUS CHOCOLATE COMPANY LTD

Listed entities from which the Director has resigned in the past three years	Nil
--	-----

By Order of the Board of Directors

Utsav Saini

Company Secretary and
Compliance Officer

Mumbai, January 20, 2025

Registered Office:

8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4,
Puzzolana Towers, Street No. 1, Road No. 10,
Banjara Hills, Hyderabad, Telangana – 500034
CIN: L15200TG1988PLC009111
Tel No: +91 40-40202124
Email: investors@lotuschocolate.com
Website: www.lotuschocolate.com