



LOTUS CHOCOLATE COMPANY LIMITED

**24th ANNUAL REPORT
2012-2013**

BOARD OF DIRECTORS

Shri P.Prakash Pai
Shri P.Anantha Pai
Shri Ganpath Subramonia Ram
Shri Gottemukkala Venkatapathi Raju
Shri Dilip Mangesh Kalelkar
Smt Ashwini Pai
Shri Abhijeet Pai

Director
Director
Whole Time Director
Director
Whole Time Director(Technical)
Director
Director

Auditors

M/s. S.R.Mohan & Co.
3rd Floor, North Block,
Raghava Ratna Towers,
Chirag Ali Lane,
Hyderabad-500 001.

Registrar & Share Transfer Agents

M/s.CIL Securities Limited
Reg.Off.: 214,
Raghava Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad – 500 001.

Registered Office

8-2-596 , 1st Floor, 1B,
Sumedha Estates, Avenue - 4,
IVRCL Towers, St.No.1. Rd. No.10
Banjara Hills,
Hyderabad-500 034.

Banker

State Bank of India
Industrial Finance Branch
Somajiguda,
Hyderabad-500 082.

Works

Doulatabad
Hathnoora Mandal,
Medak District, Andhra Pradesh,
PIN-502 296.

NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of Lotus Chocolate Company Limited will be held at 10.00 A.M. on Monday, the 30.09.2013 at LIC Bhavan, Lions Bhavan, Paradise, Secunderabad to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the Year ended 31.03.2013 and the Balance Sheet as at that date together with the Report of Auditors and the Report of the Board of Directors.
2. To re-appoint M/s. S. R. Mohan & Co., Chartered Accountants, Hyderabad as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed upon between the said S.R. Mohan & Co., and the Board of Directors of the Company.
3. To appoint a Director in the place of Shri P. Prakash Pai, Director who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in the place of Shri P. Anantha Pai, Director who retires by rotation and being eligible, offers himself for reappointment.

For and on behalf of the Board

Sd/-
P.Anantha Pai
Director

Sd/-
G.S.Ram
Whole Time Director

Place : Hyderabad

Date : 19th August, 2013

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Instrument of proxies in order to be effective must be deposited at the Company's registered office at #8-2-596, 1st Floor, 1B, Sumedha Estates, Avenue-4, IVRCL Towers, St.No.1, Road No.10, Banjara Hills, Hyderabad-500 034 not less than 48 hours before the meeting.
3. Members/Proxies should bring the attendance slip duly filled-in for attending the meeting.
4. The Register of Members and Share Transfer books of the Company will remain closed from Monday, 23rd day of September, 2013 to Monday, 30th day of September, 2013 (both days inclusive).
5. Members desiring any information on the Accounts are requested to write to the company at least seven days before the meeting so as to enable the management to keep the information ready.

Information on Director seeking re-appointment as required under Clause 49VI(A) of the Listing Agreement with Stock Exchanges

Shri P.Prakash Pai

Shri P. Prakash Pai is an Engineering Graduate. He is the Managing Partner of Puzzolana Machinery Fabricators and possesses extensive experience and entrepreneurial leadership in the development of a machine building enterprise. He has developed several import substitutes for the Engineering and process industries. He has been awarded with VIKAS RATNA in the year 1990. His global exposure and hands - on experience in design, manufacturing, erection and commissioning of rotating equipment & systems and innovative leadership is a major strength to Puzzolana.

Shri P.Anantha Pai

Shri P. Anantha Pai is as Chartered Accountant by qualification. He is the Joint Managing Partner of M/s Puzzolana Machinery Fabricators and has years of machine manufacturing experience. He has developed special skills in costing, purchasing, optimization methods, finance & accounts. His co-ordination and monitoring skills and project execution experience help the Firm to meet its targets. His dedicated service is responsible for the successful implementation of different projects.

DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 24th Annual Report together with the audited accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

₹ in lakhs

	Year ended 2013	Year ended 2012
Income	4700.05	5569.16
Gross Profit before Interest & Depreciation	(49.61)	21.27
Interest	(52.54)	(179.90)
Depreciation	(51.28)	(49.51)
Profit/(loss) for the year	(153.43)	(208.14)
Loss brought forward from previous year	(2734.45)	(2526.31)
Loss carried forward to Balance Sheet	(2887.88)	(2734.45)

PERFORMANCE

Lotus has achieved a sales turnover at ₹.4645 Lakhs for the period ended 31.03.2013. The Company continued to follow its policy offering value to the customers with sales prices just below inflation. The management is addressing this area of concern as major initiatives are planned during the current fiscal year. Your company's performance has been led through modest investments in our brands, products, innovation initiatives, expansion into new product categories and an uphill task in managing operating costs through cost efficiency measures.

BUSINESS PLAN

The Company has entered into an agreement with Bharti Wal-Mart for co-brand of chocolate products and the Company is planning to launch pure milk chocolate under the brand Milk Chocolate Chuckles.

During the year under review the Company withstood heavy competition, reflecting strong consumer demand for all its products and services.

The most significant impact will be the cost escalation on the prime inputs, higher escalation on the cost of power/steam generation and heavy power cut (almost three days in a week) had a cumulative devastating impact on product competitiveness.

Indeed a passionate commitment to serve a larger segment of customers is the core of your company's business strategy.

Going forward the Company's relentless endeavour to create new benchmarks in sustainable business practices will lend it a unique source of competitive advantage in an increasingly challenging social-economic environment.

FSSC CERTIFICATION

Your company's manufacturing factory located at Narsapur, Medak District has been certified to the latest version of FSSC 22000:2010 (Food Safety Standard Certification by TUV NORD). This Certification indicates our commitment in a sustainable manner, in meeting global quality, environment, health and safety standards. This is a milestone in our quest for quality.

RESEARCH AND DEVELOPMENT

During current financial year, emphasis has been given by R & D, to cater the needs of MNC Buyers.

1. By working closely with R & D team of flavor manufacturers specific, nature identical flavours are developed to boost the organoleptic characters of the consumer product and thus developed Milk Chocolate, Cashew Delight, Milkee Delight and Choco Pearls to reputed MNC and have gone into commercial production. Development of Choco-Pie enrobing mass and biscuit cream for reputed indigenous and MNC firms is under progress.
2. Our R & D progress has opened a new business avenue with one of the business giants like Bharathi Wal- Mart and could reach company's esteemed customers' specific needs and retained their trust in our business outlook and openness.

3. Work on innovative consumer range of products is under progress. Adequate exposure and training are being imparted to the team in relevant areas for better understanding the process, process controls and product needs.

PARTICULARS OF EMPLOYEES

During the year under review, none of the employees of the Company have drawn remuneration as specified under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

PARTICULARS REGARDING ENERGY CONSERVATION ETC.

The particulars required under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are annexed to this Report.

DEPOSITS

The Company has not accepted any deposit during the year under review.

BOARD OF DIRECTORS

Shri P Prakash Pai and Shri P Anantha Pai , Directors retire by rotation at the 24th Annual General Meeting and being eligible, offer themselves for reappointment.

AUDITORS

M/s S R Mohan & Company, Chartered Accountants, Hyderabad, Statutory Auditors of your Company hold office until the conclusion of the 24th Annual General Meeting and are being proposed for re-appointment. The Company has received a certificate from them to the effect that their appointment, if made would be within the limits prescribed under Section 224(1) of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENT

The Board submits as under :

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Yours Directors place on record the appreciation for the sincere efforts and hard work put in by the employees of the Company in its operations. The Directors acknowledge the support and co - operation received from Banks and other Governmental Agencies.

The Directors express their gratitude to the shareholders of the Company for the confidence and faith reposed in the management.

For and on behalf of the Board

Sd/-
P.Anantha Pai
Director

Sd/-
G.S.Ram
Whole Time Director

Place : Hyderabad

Date : 19th August, 2013

ANNEXURE TO THE DIRECTORS REPORT

Additional information as required under the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988:

A. Conservation of Energy

- a. Energy Conservation measures taken:
The Company has installed the following energy saving devices:
 - CFL Lamps
 - Power Capacitors
 - Steam Condensate Recovery
 - Street Lighting Timer
 - Water Level Controller
- b. Additional investment and proposals, if any, being implemented for reduction of consumption of energy:
Energy saving devices are being installed to reduce consumption of electrical energy.
- c. Impact of measures at (a) & (b) above for reduction of energy consumption & consequent impact on the cost of production of goods.
- d. Total energy consumption & energy consumption per unit of production in prescribed Form 'A'

			Year ended 31 st March, 2013	Year ended 31 st March, 2012
A.		Power & fuel consumption in respect of		
	1.	Electricity		
		a. Purchased :	12,83,695	18,45,136
		Units (Kwh)		
		Total (₹)	95,50,390	87,68,314
		Rate per unit (₹)	7.43	4.75
		b. Own Generation :		
		Through Diesel Generator		
		Units (Kwh)	6,32,466	1,92,445
		Units per liter of Diesel oil	2.90	2.11
		Cost per Unit (₹)	17.61	17.22
	2.	Furnace Oil/LSHS/LDO/HSD		
		Qty (Lts)	Nil	Nil
		Total Amount (₹)	Nil	Nil
		Average (₹/Ltr)	Nil	Nil
	3.	Wood/Coal		
		Qty (Kgs.)	5,61,835	5,87,035
		Total Amount (₹)	34,09,182	23,30,529
		Average (₹/Kgs.)	6.06	3.97

B.	Consumption per Unit of Production Cocoa & Chocolate products (Tonnes)		
	i. Electricity (KWH/Tonnes)		
	- Cocoa	626 units/MT	558 units/MT
	- Chocolate	454 units/MT	478 units/MT
	ii. Furnace Oil/LSHS/LDO HSD (KL/Tonne)		
	- Cocoa	Nil	Nil
	- Chocolate	Nil	Nil
	iii. Wood/coal (KG/MT)		
	- Cocoa	525 Kgs/MT	447 Kgs/MT
	- Chocolate	53 Kgs/MT	60 Kgs/MT

B. Technology Absorption

e. Efforts made in technology absorption in Form 'B'

Research & Development

- Specific areas in which R & D was carried out by the Company:
Research and Development work has been continued to develop tailor-made recipes. Improved the packing mode of consumer products with better appeal and product protection. Improvements in Cocoa process carried out to improve product safety and quality. Cocoa plant is being certified for HACCP (Food Safety Systems) and successfully undergone through surveillance audits.
- Benefits derived as a result of the above R & D:
The Company could sustain the stiff competition and is able to retain the esteemed customers within its fold and also increase its capacity.
- Future Plans & Actions
Further new Chocolate products will be introduced later this year. To achieve this the Company is making special efforts to develop management skills, raising performance, Leadership capabilities sharpening the customers at all levels within the company.
- Expenditure on R & D:

	₹
a. Capital	-
b. Recurring	-
c. Total as % turnover	-

5. Technology Absorption, Adoption and Innovation : -

C. Foreign Exchange Earnings & Outgo:

- Activities relating to exports, initiatives taken to increase the exports, development of new export markets for products and services and export plans:
The Company has exported its Cocoa and Chocolate Products to Nepal.
- Total foreign exchange used and earned (CIF Value):

	₹/lacs
i) Foreign Exchange earnings	127.23
ii) Foreign Exchange Outgo (including raw materials, components and spare parts of capital goods and other expenditures in foreign currency including dividends)	281.22

For and on behalf of the Board

Place : Hyderabad
Date : 19th August, 2013

Sd/-
P. Anantha Pai
Director

Sd/-
G.S.Ram
Whole Time Director

COMPLIANCE REPORT ON CORPORATE GOVERNANCE AS PER CLAUSE 49 OF THE LISTING AGREEMENT.

1. Company's Philosophy on Corporate Governance

The Company has adopted adequate control systems and adherence to Corporate Governance to enable its Board of Directors to effectively discharge its responsibilities in the best interest of its stakeholders, customers, employees and the society.

The Company's philosophy on Corporate Governance ensures the fullest commitment of the Management and envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its activities and operations.

2. Board of Directors

(a) Composition of the Board

The Company's Board consists of seven Directors, out of which five are Non-Executive Directors and two are Executive Directors of the Company.

(b) Attendance of each Director at Board Meetings and the last Annual General Meeting (AGM)

Five .5. Board Meetings were held during the financial year ended 2013:

S. No.	Name of the Director	Category of Directorship	No. of Board Meetings held in the year during the tenure of the Director	No. of Board Meetings attended	Attendance at the last AGM
1.	P.Anantha Pai	Non-Executive Promoter Director	5	5	Yes
2.	P.Prakash Pai	Non-Executive Promoter Director	5	5	Yes
3.	G.S.Ram	Executive Director	5	5	Yes
4.	G.V.P.Raju	Non-Executive Director	5	4	Yes
5.	Dilip Mangesh Kalelkar	Executive Director	5	-	Yes
6.	Ashwini Pai	Non-Executive Director	5	3	Yes
7.	P. Abhijeet Pai	Non-Executive Director	5	3	---

Date of last Annual General Meeting (AGM) – 28.09.2012.

(c) Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company.

The Company's Non-Executive Directors do not have any pecuniary relationship or transactions with the Company.

(d) Number of other Boards/Board Committees each Director (being a Director of the Company as at the end of the financial year) is a Director/Chairman of :

S. No.	Name of the Director	No. of other Companies in which Director	No. of Committees (other than those constituted by the Company in which Member/Chairman)
1.	P.Prakash Pai	6	—
2.	P.Anantha Pai	6	—
3.	Ashwini Pai	1	—
4.	Abhijeet Pai	7	—
5.	G.V.P.Raju	—	—
6.	G.S.Ram	—	—
7.	Dilip Mangesh Kalelkar	—	—

(e) Number of Board Meetings held during the financial year and the dates of the Board Meetings

Five(5) Board Meetings were held during the financial year 2013. The time gap between any two Board Meetings did not exceed by more than four months.

The dates on which the said Board Meetings were held are as follows:

1 st Board Meeting	-	14.05.2012
2 nd Board Meeting	-	11.08.2012
3 rd Board Meeting	-	10.11.2012
4 th Board Meeting	-	11.02.2013
5 th Board Meeting	-	13.05.2013

3. Audit Committee

(a) Brief description of terms of reference

- 1) It shall have authority to investigate into any matter in relation to the items specified in Section 292A of the Companies Act, 1956 or referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and external professional advice, if any.
- 2) To seek information from any employee and obtain outside legal or professional advice.
- 3) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 4) Reviewing with the management the annual financial statements before submission to the Board, internal and external auditors and the adequacy of the internal control systems.
- 5) Reviewing the Company's financial and risk management policies and compliance with internal control systems.

(b) Composition, Names of Members and Chairperson

A qualified and an independent Audit Committee consisting of three members, all being independent Directors, was constituted on April 25th, 2001 and further reconstituted again on 30.01.2009. The Committee was reconstituted with the following members:

The Committee consists of:

1. Shri P.Prakash Pai, Director
2. Shri P.Anantha Pai , Director
3. Shri G S Ram, Whole Time Director
4. Shri G V P Raju, Director

(c) Meetings during the year

Three meetings of the Audit Committee were held.

4. Remuneration Committee

Remuneration Committee was re-constituted on 30.01.2009 with the objective to evaluate compensation and other benefits for Executive Directors and the Manager.

The Committee consists of:

1. Shri P. Prakash Pai - Chairman
2. Shri P. Anantha Pai - Member
3. Shri G V P Raju - Member
4. Shri G S Ram - Member

5. Remuneration of Directors

(a) Remuneration to Non-Executive Directors

Presently, the non-executive Directors do not receive any remuneration from the Company and are paid sitting fees for attending the meetings of the Board and Committees thereof.

(b) Remuneration to Executive Director

There is no change in the remuneration paid to the Whole Time Directors - Shri G S Ram and Shri Dilip Mangesh Kalelkar.

6. Shareholders/Investors Grievances Committee

"Investor Grievance Committee" reconstituted on 30.01.2009 as a measure of good corporate governance and to strengthen the investor relations. The following are the members of the Committee:

1. Shri P. Prakash Pai, Director
2. Shri P.Anantha Pai , Director
3. Shri G S Ram, Whole Time Director
4. Shri G V P Raju, Director

(a) Name of the Non-Executive Director heading the Committee

The Committee functions under the Chairmanship of Shri P.Prakash Pai, Non - Executive Director.

(b) Name and designation of Compliance Officer

G S Ram, Whole Time Director, has been appointed as the Compliance Officer of the Company.