

CONSOLIDATED SCRUTINIZER'S REPORT

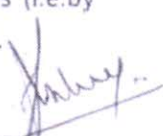
[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman of 63rd Annual General Meeting of the Shareholders of **LOTTE INDIA CORPORATION LIMITED** held on Tuesday, the 25th September, 2018 at M A Chidambaram Hall, Southern India Chamber of Commerce & Industry, Esplanade, Chennai – 600 108.

Dear Sir,

1. I, K Mohan, Company Secretary in Practice have been appointed as scrutinizer by the Company for the purpose of:
 - i) Scrutinizing the e-voting process (remote e-voting) under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
 - ii) Scrutinizing the Physical Poll papers in respect of the resolutions mentioned below passed by the shareholders of the Company at the Annual General Meeting held on Tuesday, the 25th September, 2018 at M A Chidambaram Hall, Southern India Chamber of Commerce & Industry, Esplanade, Chennai – 600 108.
2. The management is responsible to ensure the compliance with the requirements of the Act and Rules relating to Voting through Electronic means (i.e. remote e-voting and voting by ballot papers) for the resolutions contained in the notice of the 63rd Annual General Meeting of the shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means and physical poll papers is restricted to make a consolidated report of the votes cast 'IN FAVOUR' and "AGAINST" resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the agency authorised and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and the physical poll papers at the Annual General Meeting).


CS K. Mohan, B.A., LL.B., FCS
Company Secretary in Practice - CP 3656
No 24/32, "Kadai Kudil" Tatabad 2nd Street,
2nd Avenue, Sivanandha Colony,
Coimbatore - 6410

3. I have given a report on poll and on remote e-voting on the resolutions contained in the 63rd AGM notice. I submit my consolidated report on the results of voting as under:

ORDINARY BUSINESS:

ORDINARY RESOLUTION:

Item No.1

Approval of Annual Financial Statements for the year ended 31.03.2018 and Report of Auditors and Directors thereon.

- i) Voted in favour of the Resolution:

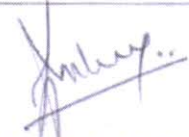
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	1	1	
By Poll	13	10708603	100
Total	14	10708604	100

- ii) Voted Against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	0	0	0
By Poll	2	2	
Total	2	2	0

- iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0


K. Mohan, B.A., LL.B., FCS
Company Secretary in Practice - CP 3656
No.24/32, "Kadai Kudil" Tatabad 2nd Street,
2nd Avenue, Sivanandha Colony
Coimbatore - 5411

ORDINARY RESOLUTION:

Item No: 2

Appointment of a Director in place of Mr.Mang Ko Noh (DINL6562999), who retires by rotation and is eligible for re-appointment.

i) Voted in favour of the Resolution:

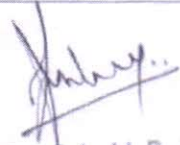
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	1	1	100
By Poll	13	10708603	
Total	14	10708604	100

ii) Voted Against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	0	0	0
By Poll	2	2	
Total	2	2	0

iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0


K. Mohan, B.A., LL.B., FCS
Company Secretary in Practice - CP 3656
No.24/32, "Kadai Kudil" Tatabad 2nd Street,
2nd Avenue, Sivanandha Colony,
Coimbatore - 641012

SPECIAL BUSINESS:

SPECIAL RESOLUTION:

Item No: 3

"RESOLVED THAT Mr.Yun Kang Jung (DIN : 08025252), who was appointed as an Additional Director of the Company on 2nd August, 2018, whose term of office as an Additional Director expires at this Annual General Meeting and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 in writing, proposing his candidature for the office of Director be and is hereby appointed as Director of the Company whose period of office is liable to retire by rotation".

Voted in favour of the Resolution:

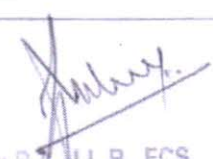
Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	1	1	
By Poll	13	10708603	100
Total	14	10708664	100

i) Voted Against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	0	0	00
By Poll	2	2	
Total	2	2	0

ii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0


M. K. Mohan, B.A., LL.B., FCS
Company Secretary in Practice - CP 3656
No.24/32, "Kadai Kudil" Tatabad 2nd Street,
2nd Avenue, Sivanandha Colony,
Coimbatore - 641012

SPECIAL BUSINESS:

SPECIAL RESOLUTION:

Item No : 4

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof, the remuneration payable to Mr. Milan Wahi (DIN: 05242884), Managing Director be and is hereby revised as follows with retrospective effect from 1st January, 2018.

(a) Salary

- i. Rs.3,18,203 per month as basic salary
- ii. Rs.3,52,466 per month towards allowances such as House Rent Allowance, special allowance and leave travel allowance.

(b) Benefits

1. Rs.39,667 per month towards Maintenance of car, fuel, driver's salary, telephone and mobile charges.
2. Performance incentive subject ot a maximum of Rs.9,73,345 per annum as per Company's policy.
3. Medical insurance and other benefits as applicable to the senior management personnel of the Company, will be provided in accordance with the rules and regulation of the company.
4. Rs.25,000 per annum in aggregate towards Club subscription fee.
5. Gratuity and Contribution to Provident Fund shall be payable as per applicable Acts. Superannuation fund payment shall be in accordance with Company's policy in force.

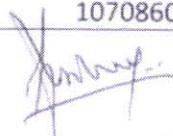
RESOLVED FURTHER THAT Mr.Milan Wahi shall be governed by all service conditions of the Company as applicable to Senior Management Personnel and directors including age of retirement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter or vary the terms and conditions of the said appointment in such manner as the Board may deem fit subject to complying applicable provisions of law at that point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all such documents as may be required to give effect to the aforesaid resolution."

i) Voted in favour of the Resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	1	1	100
By Poll	13	10708603	
Total	14	10708604	100


S K. Mohan, B.A., LL.B., FCS
Company Secretary in Practice - CP 3656
No.24/32, "Kadal Kudil" Talabad 2nd Street,
2nd Avenue, Sivanandha Colony,
Coimbatore - 641012

ii) Voted Against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	0	0	0
By Poll	2	2	
Total	2	2	0

iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	

SPECIAL BUSINESS:

SPECIAL RESOLUTION:

Item No : 5

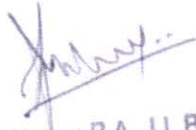
"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof, the remuneration payable to Mr. Moo Sun Song (DIN: 06891507), Whole Time Director be and is hereby revised as follows with retrospective effect from 1st April, 2018.

(a) Salary

- i. Rs.55,000 per month as basic salary
- ii. Rs.1,99,296 per month towards allowances such as personal allowance and grade allowance.

(b) Benefits

- i. Rent free furnished accommodation expenses subject to a maximum of Rs.1,34,000 per month and if required with an increase up to 15% p.a.
- ii. Rs28,000 per month towards maintenance of car, fuel and driver's salary.
- iii. Medical insurance premium and medical reimbursements subject to a maximum of Rs.1,18,000 in aggregate per annum and company's policy.
- iv. Rs.2,00,000 per annum in aggregate towards club membership/subscription fee.
- v. Reimbursement of cost of repairs, maintenance and utilities (e.g. gas, electricity and water charges), and repairs for the said housing accommodation on actual.
- vi. Leave travel concession expenses on actual for one trip from India to Korea and return for him and his family subject to a maximum of Rs.3,50,000 in aggregate per annum.
- vii. Gratuity and Contribution to Provident Fund shall be payable as per applicable Acts. Superannuation fund payment shall be in accordance with Company's policy in force


CS K.Nichol B.A., LL.B., FCS
Company Secretary in Practice - CP 3656
No 24/32, "Kadai Kudil" Talahad 2nd Street,
2nd Avenue, Sivanandha Colony,
Coimbatore - 641012

RESOLVED FURTHER THAT Mr.Moo Sun Song shall be governed by all service conditions of the Company as applicable to Senior Management Personnel and directors including age of retirement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to alter or vary the terms and conditions of the said appointment in such manner as the Board may deem fit subject to complying applicable provisions of law at that point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all such documents as may be required to give effect to the aforesaid resolution."

iii) Voted in favour of the Resolution:


Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	1	1	100
By Poll	13	10708603	
Total	14	10708604	

iv) Voted Against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
By E-Voting	0	0	0
By Poll	2	2	
Total	2	2	

iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	


K. Mohan, B.A., LL.B., FCS
 Company Secretary in Practice - CP 3656
 No.24/32, "Kadai Kudil" Tatabad 2nd Street,
 2nd Avenue, Sivanandha Colony,
 Coimbatore - 641012

All the proposed resolutions have been passed with requisite majority by the shareholders of the Company.

The Poll paper forms, e-voting register and other related papers and records shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the ballot and e-voting.

Thanking you,

Yours Sincerely



K.Mohan
Company Secretary in Practice
CP : 3656

Place : Chennai [camp]

Date : 26.09.2018

☞ K.Mohan, B.A., LL.B., FCS
Company Secretary in Practice - CP 3656
No.24/32, "Kadai Kudil" Tatabad 2nd Street,
2nd Avenue, Sivanandha Colony,
Coimbatore - 6411