



R.SUCHARITHRA
COMPANY SECRETARY

No. 145 Sivaprakasa Nagar
1st Main Road,
Pazhuthivakkam,
Chennai - 600091
Phone : 9789328681
Email: spvacs@gmail.com

7th June, 2019

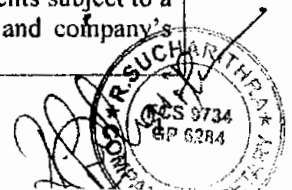
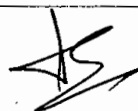
The Chairman
LOTTE INDIA CORPORATION LIMITED,
NO.4/111, MOUNT POONAMALLEE ROAD,
MANAPAKKAM,
CHENNAI - 600089

Dear Sir,

Sub: Passing of Resolution through Postal Ballot and Electronic Voting

Pursuant to the resolution passed by the Board of Directors of **LOTTE INDIA CORPORATION LIMITED** on March 12, 2019, I have been appointed as the Scrutinizer to receive, process and scrutinize the Postal Ballot forms and electronic voting (E-Voting) in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
Section 196,197 & 203, read with Schedule V of the Companies Act, 2013	<p>SPECIAL RESOLUTION:</p> <p>RESOLVED THAT pursuant to the provisions of section 196, 197 and 203 read with Schedule V and the applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to approval of Central Government, Mr. Kyunghun Kim (DIN : 08355917), be and is hereby appointed as Whole Time Director of the company for a period of 3 years with the effect from 12th March, 2019 to 11th March, 2022 on the following terms and conditions, whose period of office shall be liable to retire by rotation.</p> <p>(a) Salary</p> <p>i. Rs. 55,000 per month as basic salary</p> <p>ii. Rs. 1,92,050/- per month towards allowances such as personal allowance and grade allowance.</p> <p>(b) Benefits</p> <p>i. Rent-free furnished accommodation expenses subject to a maximum of Rs. 1,70,000 per month and if required with an increase up to 15% p.a.</p> <p>ii. Rs. 28,000 per month towards maintenance of car, fuel and driver's salary.</p> <p>iii. Medical Insurance premium and medical reimbursements subject to a maximum of Rs. 1,00,000 in aggregate per annum and company's policy.</p>





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	<p>iv. Rs. 2,00,000 per annum in aggregate towards club membership/subscription fee.</p> <p>v. Reimbursement of cost of repairs, maintenance and utilities (e.g. gas, electricity and water charges), and repairs for the said housing accommodation on actuals.</p> <p>vi. Leave travel concession expenses on actuals 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.</p> <p>(c) Gratuity and contribution to Provident fund shall be payable as per applicable Acts.</p> <p>RESOLVED FURTHER THAT Mr. Kyunghun Kim shall be governed by all service conditions of the Company as applicable to senior management personnel and directors including age of retirement.</p> <p>RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits, Mr. Kyunghun Kim shall be entitled to the above remuneration as the minimum remuneration subject to the approvals, if any, required.</p> <p>RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary or increase or revise the component and elements of remuneration payable to Mr. Kyunghun Kim within the overall limits under the Companies Act, 2013 and do all such acts, deeds, forms, and things as the Board may deem fit subject to complying applicable provisions of law at that point of time.</p>
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I REPORT that the Postal Ballot notice dated 29th April, 2019 under Section 110 of the Companies Act, 2013, ("the Act") (along with the Statement pursuant to Section 102 of the Act and Postal Ballot form) was issued by the Company individually to all the members and the notices were dispatched by Physical mode through registered post and Electronic mode through E-mails to those members whose e-mail ids are available with National Securities Depository Limited ("NSDL") and Central Depository Services Limited ("CDSL") on 3rd May 2019.

I report that as stated in the notice sent to the members, the Company had fixed 6th June, 2019 as the last date for receipt of Postal Ballot form and for the E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "TRINITY MIRROR" in 'English' on 7th May, 2019 and "MAKKAL KURAL" in the vernacular language 'Tamil' on 7th May, 2019 informing about the dispatch of the Postal Ballot notice, form, and other related matters mentioned therein. I report that I have received the Postal Ballot forms from the members and the E-Voting particulars in respect of the Postal Ballot done using the E-Voting platform provided by Central Depository Services Limited (CDSL) during the period starting from Wednesday 8th May 2019 at 09.00 a.m. (IST) till Thursday, 6th June, 2019 at 05.00 p.m. (IST).



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All Postal Ballot forms and details of votes cast through E-Voting platform received upto the closure of working hours (5:00 p.m. IST) on 6th June, 2019, the last date fixed by the Company for receipt of the Postal Ballot forms and completion of E-Voting, have been considered for my scrutiny.

During the course of scrutiny of Postal Ballot forms, I have not come across any mutilated Postal Ballot forms.

I report that all the Postal Ballot forms and details of votes cast through E-Voting platform were scrutinized and processed and a statement containing the name of Shareholders, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes - Voted, Assented, Dissented and Rejected were generated.

I report that the ballot papers were reconciled with the records maintained by Cameo Corporate Services Limited, the Registrar and Share Transfer Agent of the Company.

There were no defective Postal Ballot forms. Hence treatment of such invalid forms to be kept separately does not arise.

I report that, I have received valid votes through postal ballot and E-Voting from 73 Shareholders out of 2847 Shareholders and the details of polling results are given below:

Period of postal ballot and E-Voting	8th May, 2019 (09.00 a.m. IST) to 6th June, 2019 (05.00 p.m. IST)		
Total No. of Shareholders			
Total No. of Shares	As per postal Ballot Forms	As Per E-voting	Total
Particulars			
No. of Votes Cast	10708899	675	10709574
Less: Invalid votes*	0	0	0
Net Valid Votes	10708899	675	10709574

*Invalid Votes Are Not Considered



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**Approval for appointment of Mr. Kyung Kim (DIN: 08355917) as the whole time director of
LOTTE INDIA CORPORATION LIMITED**

SPECIAL RESOLUTION

(i) Votes in the Favour of the Resolution:

Number of Members voted In E- Voting	Number of votes cast (shares) – E-Voting	Number of members voted by Postal Ballot	Number of votes cast (shares)-Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
4	651	66	10708897	10709548	99.9998%

(ii) Votes Against the resolution:

Number of Members voted In E- Voting	Number of votes cast (shares) – E-Voting	Number of members voted by Postal Ballot	Number of votes cast (shares)-Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
1	24	2	2	26	0.0002%

(iii) Invalid Votes:

Number of Members voted In E- Voting	Number of votes cast (shares) – E-Voting	Number of members voted by Postal Ballot	Number of votes cast (shares)-Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
0	0	0	0	0%





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RESULT:

As the number of votes cast in favour of the resolution was not less than three times the votes cast against, I report that the Special Resolution under Section 196, 197 and 203 read with Schedule V and the applicable provisions of the Companies Act, 2013, as set out in the notice of Postal Ballot dated April 29, 2019 is passed in the favour of the resolution with requisite majority.

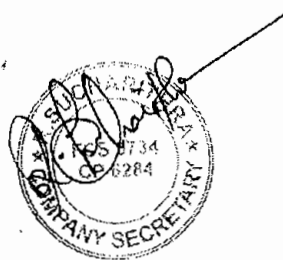
I further report that as per Notice of Postal Ballot dated April 29, 2019 approved by the Board of Directors on March 12, 2019, the chairman or any Director of the company may declare and confirm the above result of voting done by Postal Ballot and E-Voting on Friday, 7th June at the Registered office of the Company. The results of Postal Ballot will also be displayed at the registered office of the Company and posted in Company's website viz.,- www.lotteindia.com.

I further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the company has complied with the required provisions of the Rules. I further report that as per said Rules, the records maintained by me such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of share assented, number of shares dissented, number of shares abstained and number of shares rejected), which are in my safe custody will be handed over to the Company Secretary of the company after the chairman of the meeting considers, approves and signs the minutes of the meeting.

I thank you for the opportunity given to me to act as Scrutinizer for the above Postal Ballot and E- voting process.

Thanking You

Yours Faithfully,



CS R Sucharithra
FCS No. 9734
CP No. 6284

Place: Chennai
Date: 07.06.2019

7/6/2019