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To  
The Board of Directors  
**Lotte India Corporation Limited.,**  
Regd.Office : 4/111, Mount Poonamallee Road, Manapakkam  
Chennai – 600 089

Dear Sirs/Madam,

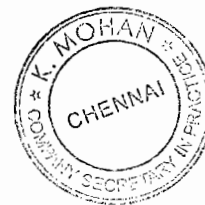
**Sub: Report of the Postal Ballot conducted to obtain the approval of the shareholders of Lotte India Corporation Limited.**

This has reference to the Postal Ballot forms received from the Shareholders of Lotte India Corporation Limited (the Company), in connection with the following Eight Special Resolutions as specified in the Postal Ballot Notice dated 19/08/2014 ("the said Notice") read with the Explanatory Statement attached thereto:

**Item No.1: Appointment of Mr.Moo Sun Song as Whole Time Director for 3 years.**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modification(s) or re-enactment thereof and subject to approval of Central Government, Mr.Moo Sun Song be and is hereby appointed as Whole Time Director for a period of 3 years with effect from 19<sup>th</sup> August, 2014 on the following terms and conditions and in the event of no profits or inadequacy of profits, to consider the same remuneration as the minimum remuneration.



A handwritten signature in black ink, appearing to be "K. Mohan", written over a horizontal line.

	Description	Remuneration per year (Rs.)
Salary	Basic Salary	660000
	Personal allowance	174000
	Special personal allowance	970800
	Additional personal allowance	472800
	Grade allowance	96300
	<b>Total (A)</b>	<b>2373900</b>
Benefits	Housing (Rent free furnished accomodation)	540000
	Car running expenses	300000
	Medical reimbursement	15000
	Mediclaim insurance upto Sum Insured Rs.2 lacs & Company hospitalisation	18000
	<b>Total (B)</b>	<b>873000</b>
Retiral benefits	Provident Fund	284868
	Gratuity	32208
	Superannuation fund	99000
	<b>Total ( C )</b>	<b>416076</b>
	<b>Total Salary (A + B + C)</b>	<b>3662976</b>

**RESOLVED FURTHER THAT** subject to applicable provisions of the Companies Act and subject to the approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the payment of the remuneration exceeding the limit of 5% of Net Profits p.a in case of sufficient profits.

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



**RESOLVED FURTHER THAT** Mr. Moo Sun Song shall not be entitled to any sitting fee for attending the meeting of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** the Board of Directors or the Remuneration and Nomination Committee be and is hereby authorized to alter or vary or increase or revise the component and elements of remuneration payable to Mr. Moo Sun Song within the overall limits under the companies Act, 2013 and to do all such acts, deeds and things and execute all such documents and forms as may be required and to give effect to the above resolutions

**Total number of Postal Ballot Forms considered in connection with the passing of the above mentioned Special Resolution:**

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	48	9405857	99.9971
B	Votes cast against the Resolution	12	270	0.0029
C	<b>Total valid votes (A+B)</b>	60	9406127	100.000
D	Invalid Votes	Nil	Nil	Nil
	<b>Total</b>	60	9406127	100.000

The above mentioned Special Resolution has therefore been approved by the Shareholders with the requisite majority.

**Item No.2: Payment of revised remuneration to Mr.Milan Wahi, Managing Director.**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 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 and subject to the approval of Central Government, if necessary, the consent of the Company be and is hereby accorded for the payment of following revised remuneration to Mr.Milan Wahi, Managing Director with effect from 1<sup>st</sup> August, 2014 and in the event of no profits or inadequacy of profits, to consider the same remuneration as the minimum remuneration.



	Description	Present Remuneration per year (Rs.)	Revised Remuneration (Rs.)
Salary	Basic Salary	1800000	2160000
	Special allowance	1788132	2325960
	House rent allowance	900000	1080000
	Leave travel allowance	175716	193284
	<b>Total (A)</b>	<b>4663848</b>	<b>5759244</b>
Benefits	Maintenance of car, fuel and driver's salary	144000	201000
	Club entrance fee (for 2 clubs only)	10000	10000
	Club subscription	15000	15000
	Performance incentive	1399695	1540000
	Medical reimbursement	100000	100000
	Medical insurance premium & hospitalisation benefits by company	46000	12024
	personal accident insurance premium	10000	1000
	Telephone - land line & mobile	36000	36000
<b>Total (B)</b>	<b>1760695</b>	<b>1915024</b>	
Retiral benefits	Provident Fund	216000	259200
	Gratuity	87840	105408
	Superannuation fund	270000	324000
	<b>Total (C)</b>	<b>573840</b>	<b>688608</b>
	<b>Total Salary (A + B + C)</b>	<b>6998383</b>	<b>8362876</b>



*[Handwritten signature]*

**RESOLVED FURTHER THAT** subject to applicable provisions of the Companies Act and subject to the approval of the Central Government, if necessary, the consent of the Company be and is hereby accorded for the payment of the remuneration exceeding the limit of 5% of Net Profits p.a in case of sufficient profits.

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

**RESOLVED FURTHER THAT** Mr. Milan Wahi shall not be entitled to any sitting fee for attending the meeting of the Board or any Committee thereof.

**RESOLVED FURTHER THAT** the Board of Directors or the Remuneration and Nomination Committee be and is hereby authorized to alter or vary or increase or revise the component and elements of remuneration payable to Mr.Milan Wahi within the overall limits under the companies Act, 2013 and to do all such acts, deeds and things and execute all such documents and forms as may be required and to give effect to the above resolutions.

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	47	9405807	99.9965
B	Votes cast against the Resolution	13	320	0.0035
C	<b>Total valid votes (A+B)</b>	60	9406127	100.00
D	Invalid Votes	Nil	Nil	Nil
	<b>Total</b>	60	9406127	100.00

The above mentioned Special Resolution has therefore been Approved by the Shareholders with the requisite majority.



**Item No.3: Payment of remuneration to Mr.Kyo Hee Kim**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modification(s) or re-enactment thereof and subject to the approval of Central Government, if necessary, consent of the Company be and is hereby accorded for the payment of following same remuneration to Mr.Kyo Hee Kim as Whole Time Director as per the terms and conditions as approved by shareholders at their Extra-ordinary General Meeting held on 27.12.2013 as minimum remuneration for the period from 01.01.2014 to 20.05.2014 in the event of no profits or inadequacy of profits for the year ended 31.12.2014.

	Description	Remuneration per annum (Rs.)
Salary	Basic Salary	660,000
	<b>Total (A)</b>	<b>660,000</b>
Benefits	Housing (Rent free furnished accommodation)	1,000,000
	Car running expenses	120,000
	Club entrance fee & subscription	25,000
	Medical reimbursement at actuals (Maximum Rs.1,00,000/-)	100,000
	Medical Insurance upto sum insured Rs. 2 Lacs & Co. Hospitalisation	18,000
	Telephone Land Line & Mobile	30,000
	Personal Allowance	174,000
	Special Personal Allowance	835,800



	Additional Personal Allowance	472,800
	Grade Allowance	96,300
	<b>Total (B)</b>	<b>2,871,900</b>
Retirement benefits	Provident Fund	270,468
	Gratuity	32,208
	Superannuation Fund	99,000
	<b>Total (C)</b>	<b>401,676</b>
	<b>Total Salary (A+B+C)</b>	<b>3,933,575</b>

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	47	9405807	99.9965
B	Votes cast against the Resolution	13	320	0.0035
C	<b>Total valid votes (A+B)</b>	60	9406127	100.00
D	Invalid Votes	Nil	Nil	
	<b>Total</b>	60	9406127	100.00

The above mentioned Special Resolution has therefore been Approved by the Shareholders with the requisite majority.



**Item No.4: Appointment of Mr.D.G.Rajan as Independent Director for 5 years.**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modification(s) or re-enactment thereof, Mr. D.G.Rajan, Director (holding Director Identification No.00303060), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive from 19<sup>th</sup> August, 2014 to 18th August, 2019”.

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	49	9405881	99.9973
B	Votes cast against the Resolution	11	246	0.0027
C	<b>Total valid votes (A+B)</b>	60	9406127	100.00
D	Invalid Votes	Nil	Nil	Nil
	<b>Total</b>	60	9406127	100.00

The above mentioned Special Resolution has therefore been Approved by the Shareholders with the requisite majority.





**Item No.5: Appointment of Ms.Youngmi Lee as Independent Director for 5 years.**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof, Ms. Youngmi Lee, Director (holding Director Identification No. 06932299), be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 19<sup>th</sup> August, 2014 to 18th August, 2019.

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	48	9405857	99.9971
B	Votes cast against the Resolution	12	270	0.0029
C	<b>Total valid votes (A+B)</b>	60	9406127	100.000
D	Invalid Votes	Nil	Nil	Nil
	<b>Total</b>	60	9406127	100.000

The above mentioned Special Resolution has therefore been Approved by the Shareholders with the requisite majority.



A handwritten signature in black ink, appearing to be "Youngmi Lee".

**Item No.6: Approval for Related party transactions entered / to be entered with group companies.**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**RESOLVED THAT** pursuant to Section 188 read with Rule 15 of Companies (Meeting of Board & Powers) Rules, 2014 and other applicable provisions of the Companies Act 2013 including any statutory modification(s) or re-enactment thereof, approval of the shareholders be and is hereby given to the Company to enter into following transactions / contracts / agreements, which are not in the ordinary course of business and /or are not at arm's length and value of such contracts etc exceeds the threshold limits prescribed by Companies Act, 2013 and Rules in force, with related parties including Companies under Lotte Group situated either in India or elsewhere from time to time:

(a) sale, purchase or supply of any goods or materials directly or through appointment of agents, (b) selling or otherwise disposing of, or buying, property of any kind, (c) leasing of property of any kind, (d) availing or rendering of any services, (e) construction of factories & offices etc, directly or through appointment of agents, (f) appointment to any office or place of profit in the company, its subsidiary or associate company and (g) underwriting the subscription of any securities or derivatives thereof of the company

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	45	9405802	99.9965
B	Votes cast against the Resolution	15	325	0.0035
C	<b>Total valid votes (A+B)</b>	60	9406127	100.00
D	Invalid Votes	Nil	Nil	Nil
	<b>Total</b>	60	9406127	100.00

The above mentioned Special Resolution has therefore been Approved by the Shareholders with the requisite majority.



*[Handwritten Signature]*

2/3 = 93%

**Item No.7: Borrowing in excess of paid-up capital and free reserves of the Company.**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**“RESOLVED THAT** the consent of the Company under the provisions of Section 180 (1) (c) and such other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to borrow any sum or sums of money from time to time, at its discretion, for the purpose of the business of the Company, on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) from the company’s banks or any other Bank, Financial Institutions or any other lending institutions will exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose so that the total amounts of monies so borrowed at any time shall not exceed a sum of Rs.100,00,00,000 [Rupees One hundred crores only].

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and take necessary steps that may be necessary in connection therewith and incidental and ancillary thereto.”

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	45	9405802	99.9965
B	Votes cast against the Resolution	15	325	0.0035
C	<b>Total valid votes (A+B)</b>	60	9406127	100.00
D	Invalid Votes	Nil	Nil	Nil
	<b>Total</b>	60	9406127	100.00

The above mentioned Special Resolution has therefore been Approved by the Shareholders with the requisite majority.



**Item No.8: Creation of mortgage / charge on the assets of the Company**

To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

**RESOLVED THAT** the consent of the Company be and is hereby accorded to the Board of Directors, in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, to mortgage and / or charge the movable and immoveable properties of the Company where so ever situate, present and future, and the whole of the undertaking of the Company to or in favour of Banks / Financial Institutions/Corporate Entities/ and other Bodies.

Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on 17<sup>th</sup> October 2014.

Resolutions passed by the members through Postal Ballot shall be deemed to have been passed effectively at a general meeting of the members. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution is not less than three times the number of votes cast against the Special Resolution.

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	45	9405802	99.9965
B	Votes cast against the Resolution	15	325	0.0035
C	<b>Total valid votes (A+B)</b>	60	9406127	100.00
D	Invalid Votes	Nil	Nil	Nil
	<b>Total</b>	60	9406127	100.00

The above mentioned Special Resolution has therefore been Approved by the Shareholders with the requisite majority.

Place : Chennai

Date : 28/11/2014.



Signature

K. MOHAN  
CP No.: 3656  
**JKM ASSOCIATES**  
Company Secretaries  
First Floor, New No. 5, (Old No. 12),  
Sivasailam Street, T. Nagar, Chennai - 17.