

LOTTE INDIA CORPORATION LIMITED

Regd Office : No.: 4/111, Mount Poonammallee Road, Manapakkam, Chennai – 600 089
Phone No.044-45458888; Fax:044-45458800; email: compsecy@lotteindia.com
Corporate Identity Number: U15419TN1954PLC001987; website: www.lotteindia.com

Notice of Postal Ballot

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below is proposed to be passed by the Members through Postal Ballot/electronic voting (e-voting).

The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. R. Sucharithra, Practising Company Secretary (C.P.No.6284), as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions given in notes and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope. Completed Postal Ballot Form, if sent by Members by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 5.00 P.M. on 3rd January, 2024 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section “Instructions for e-voting”. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit the report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before 6th January, 2024. The results will also be displayed on the Company’s website www.lotteindia.com.

Item No.1: To consider and if thought fit, to pass the following resolution as Special Resolution:

Shifting of Registered Office of the Company from the State of Tamil Nadu to State of Gujarat

RESOLVED THAT pursuant to the provisions of Sections 12 and 13 of Companies Act 2013 (including any amendments thereto or re-enactment thereof) and rules made there under and subject to approval of Central Government (Regional Director, Southern Region), consent of members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of Tamil Nadu situated at 4/111, Mount Poonammallee Road, Manapakkam, Chennai - 600089 to the State of Gujarat and that Clause (ii) of the Memorandum of Association of the Company be altered and substituted as under:

“The Registered Office of the Company will be situated in the State of Gujarat.”

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company, be and are hereby severally authorized to sign and submit the necessary forms and returns as may be required under the provisions of Companies Act, 2013 with the Ministry of Corporate Affairs/Regional Director, or such other Statutory bodies as may be required and to do all such actions incidental to the shifting of Registered Office as they deem fit and proper.

RESOLVED FURTHER THAT Mr. Abhishek Nahta, Chartered Accountant in Practice (Membership No. 513559) & Ms. Avinash Kaur, Company Secretary in Practice (CoP No 18255 and Membership No. 11430), and Advocate Rishabh Sachdeva (Registration No. D/1283/2021) be and are hereby authorized severally and/or jointly to appear

and represent the Company before the Registrar of Companies, Chennai, Regional Director, Southern Region, or such other regulators as may be necessary in the matter of the petition to be filed with the Regional Director for its confirmation to the proposed alteration of the situation clause of the Memorandum of Association and be and is hereby authorized to make such statements, furnish such information and do such things as may be necessary in relation to the said petition.

By Order of the Board
For Lotte India Corporation Limited

Chennai
Date: 27th November, 2023

T.G. Karthikeyan
Company Secretary

NOTES

- a) The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 setting out the material facts is annexed to this Notice.
- b) This Postal Ballot Notice is being sent to the Members, whose names appear on the register of Members as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 24th November, 2023 (Cut-off Date), in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope. The Postal Ballot Notice will also be available on the Company’s website www.lotteindia.com.
- c) A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
- d) Resolutions passed by the Members through postal ballot/e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- e) The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
- f) In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to investor@cameoindia.com. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. Alternatively, the Postal Ballot Form can be downloaded from Company’s website viz., www.lotteindia.com
- g) The Company has engaged the services of Central Depository Services (India) Limited [CDSL] to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes.
- h) E-voting period shall commence on 5th December, 2023 at 09.00 A.M. (IST) and ends on 3rd January, 2024 at 05.00 P.M. (IST).
- i) The Scrutinizer will submit the report to the Chairman upon completion of scrutiny of postal ballots/e-voting in a fair and transparent manner and the result of the postal ballot/e-voting will be announced by the

Chairman or any other Director or official of the Company duly authorised on (or) before 6th January, 2024 at 5.00 p.m. at the Registered Office of the Company at No.: 4/111, Mount Poonammallee Road, Manapakkam, Chennai – 600089. The result of the postal ballot/e-voting will also be uploaded on the Company’s website www.lotteindia.com as well as on the website of CDSL <https://www.cdslindia.com/>. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on 3rd January, 2024 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.

- j) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the member or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person. A member cannot exercise his vote by proxy on Postal Ballot.

INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The voting period begins on 5th December, 2023 at 9.00 AM and ends on 3rd January, 2024 at 5.00 P.M During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24th November, 2023 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click a https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

- 1) Click on “Shareholders” module.

- 2) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 4) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compsecy@lotteindia.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

The documents mentioned in Explanatory Statement are available for inspection at the Head office of Company at No. 4/169, Rajiv Gandhi Salai, Kandanchavadi, Chennai – 600096 from Monday to Friday (except on holidays) from 10.30 A.M to 4.30 P.M till 2nd January, 2024

Item No.1

The Registered Office of the Company is presently situated in the State of Tamil Nadu at No.: 4/111, Mount Poonammallee Road, Manapakkam, Chennai - 600089, Tamil Nadu. Shifting of Registered Office of the Company from the State of Tamil Nadu to the State of Gujarat, would enable the Company to rationalize and streamline its operations as well as the management of its affairs, exercise better administrative and optimum utilization of available resources of the Company.

The Board of Directors of the Company, therefore, felt that in the interest of the Company it would be just, necessary, expedient and desirable to have the Registered Office in the State of Gujarat. This will enable the Company to obtain optimum advantages which would immensely help the Company in future growth. The shifting of the Registered Office as aforesaid would in no way be detrimental to the interest of any member, public, employees, shareholders and associates of the Company in any manner.

In accordance with the provisions of Section 12 and Section 13 of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014, for shifting of the Registered Office from one state to another, alteration in Clause (ii) of the Memorandum of Association of the Company is required, which in turn requires the approval of shareholders by way of Special Resolution and subject to the confirmation of the Regional Director, Southern Region. Therefore, it has become necessary to seek your consent by way of Special Resolution to give effect to such change.

The Directors of your Company recommend the adoption of Special Resolution as set out in Item No. 1 of the Notice is in the best interest of the Company. All the material documents and amended copies of Memorandum of Association are available for inspection during business hours till the date, i.e., 2nd January, 2024.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, whether financially or otherwise, in the resolution.

POSTAL BALLOT FORM

LOTTE INDIA CORPORATION LIMITED

Regd. Office : No. 4/111, Mount Poonammallee Road, Manapakkam, Chennai – 600 089

Phone No.044-45458888; Fax:044-45458800; email: compsecy@lotteindia.com

Corporate Identity Number: U15419TN1954PLC001987; website: www.lotteindia.com

PARTICULARS	DETAILS
Name of the First Named Shareholder (In block letters)	
Postal address	
Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
Class of Share	Equity

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 27th Nov, 2023 by sending my/our Assent (approve) or Dissent (disapprove) to the said Resolution by placing a tick (✓) mark at the appropriate box below:

Item No.	Brief Description of Special Resolution	No. of shares held by me	I assent to the resolution (APPROVE)	I dissent from the resolution (DISAPPROVE)
1.	Shifting of Registered Office of the Company from the State of Tamil Nadu to State of Gujarat			

Place:

Date:

(Signature of the Shareholder)

EVSN (e-voting sequence number)	User ID	Password / PIN
231129004	Please enter your DPID/CLID or Folio No.	Use your existing password or enter your PAN / Bank account number / Date of birth.

- E-voting period shall commence on 5th December, 2023 at 09.00 A.M. (IST) and ends on 3rd January, 2024 at 05.00 P.M. (both days inclusive)
- Last date for receipt of Postal Ballot Form by Scrutinizer is 3rd January, 2024 on or before 5 P.M (IST). Please read the instructions carefully before exercising your vote.