

**LOTTE INDIA CORPORATION LIMITED**

Regd Office : 4/111, Mount Poonamallee Road, Manapakkam, Chennai - 600 089  
Phone No.044-45458888; Fax:044-45458800; email: [compsecy@lotteindia.com](mailto:compsecy@lotteindia.com)  
Corporate Identity Number: U15419TN1954PLC001987; website: [www.lotteindia.com](http://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 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 resolutions appended below are 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 resolutions 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 p.m. on 31<sup>st</sup> May, 2021 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 given in the Notes. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically. The Scrutinizer will submit her 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 2<sup>nd</sup> June, 2021. The results will also be displayed on the Company's website [www.lotteindia.com](http://www.lotteindia.com).

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

**Appointment of Mr. Kyungwoon Cho as Chairman cum Executive Director:**

**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 and subject to the approval of shareholders and Central Government, Mr.Kyungwoon Cho, (holder of Director Identification No. 09048060) be and is hereby appointed as Chairman cum Executive Director for a period of 3 years with effect from 8<sup>th</sup> March, 2021 to 7<sup>th</sup> March, 2024 on the following terms, whose period of office shall be liable to retire by rotation.

(a) Salary

- i. Rs.55,000 per month as basic salary
- ii. Rs.6,29,086 per month towards allowances such as personal allowances and medical allowance.

(b) Benefits

- i. Rent free furnished accommodation expenses subject to a maximum of Rs.3,33,330 per month and if required with an increase upto 15% p.a.
- ii. Rs.28,000 per month towards maintenance of car, fuel and driver's salary.
- iii. Medical reimbursements subject to a maximum of Rs.1,00,000 in aggregate per annum and Medical Insurance premium as per company's policy.
- iv. Rs.2,00,000 per annum in aggregate towards club membership / subscription fee.

- v. Reimbursement of school fees on actuals and cost of repairs, maintenance and utilities (eg. gas, electricity and water charges), and repairs for the aforesaid 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. 7,00,000 in aggregate per annum.

(c) Gratuity and Contribution to Provident fund shall be payable as per applicable Acts.

**RESOLVED FURTHER THAT** Mr.Kyungwoon Cho 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** Mr.Kyungwoon Cho is entitled to annual increment as may be fixed by the Board from time to time on the recommendation of the Remuneration and Nomination Committee subject to applicable provisions of Companies Act, 2013 and that the terms and conditions of the aforesaid remuneration payable to Mr.Kyungwoon Cho be varied / altered/ revised within the said overall limit allowed under Companies Act, 2013, in such manner as may be deemed fit by the Board of Directors during aforesaid period of 3 (three) years.

**Resolution No.2 : To consider and, if thought fit, to pass the following resolution as Special Resolution:**

**Payment of revised remuneration to Mr.In Chul Yeo, Whole Time Director & CFO.**

**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 and subject to the approval of shareholders, the remuneration payable to Mr.In Chul Yeo (Holder of Director Identification Number 8688249), Whole Time Director & CFO be and is hereby revised with effect from 1<sup>st</sup> January, 2021 to 9<sup>th</sup> February, 2023 as under:

(a) Salary

- i. Rs.55,000 per month as basic salary
- ii. Rs.2,59,048 per month towards allowances such as personal allowance, special allowance, grade allowance and medical allowance.

(b) Benefits

- i. Rent free furnished accommodation expenses subject to a maximum of Rs.2,61,728 per month and if required with an increase upto 15% p.a.
- ii. Rs.28,000 per month towards maintenance of car, fuel and driver's salary.
- iii. Medical reimbursements subject to a maximum of Rs.1,00,000 in aggregate per annum and Medical Insurance premium as per 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 (eg. gas, electricity and water charges), and repairs for the aforesaid 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.

(c) Gratuity and Contribution to Provident fund shall be payable as per applicable Acts.

**RESOLVED FURTHER THAT** Mr.In Chul Yeo 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 remuneration of Rs.11,52,206 (Rupees Eleven lakhs fifty two thousand two hundred six only) paid to Mr.In Chul Yeo for the period from 1<sup>st</sup> January, 2020 to 31<sup>st</sup> December, 2020 in excess of limits approved by Shareholders at their Annual General Meeting held on 30<sup>th</sup> September, 2020, be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. In Chul Yeo is entitled to annual increment as may be fixed by the Board from time to time on the recommendation of the Remuneration and Nomination Committee subject to applicable provisions of Companies Act, 2013 and that the terms and conditions of the aforesaid remuneration payable to Mr. In Chul Yeo be varied / altered/revised within the overall limit allowed under Companies Act, 2013, in such manner as may be deemed fit by the Board of Directors during the tenure of his appointment.

Chennai  
Date: 16.04.2021

By Order of the Board  
For Lotte India Corporation Limited  
T.G. Karthikeyan  
Company Secretary

**Notes:**

The Explanatory statement for the proposed Special Resolutions pursuant to Section 102 and 110 of the Companies Act, 2013 setting out the material facts is annexed to this Notice.

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 **23.04.2021** (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](http://www.lotteindia.com).

A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

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.

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.

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 [agm@cameoindia.com](mailto:agm@cameoindia.com). The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

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.

**E-voting period shall commence on 01.05.2021 at 09.00 a.m. (IST) and ends on 31.05.2021 at 05.00 p.m. (IST).**

The Scrutinizer will submit her 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 **02.06.2021** at the Registered Office of the Company at 4/111, Mount Poonamallee Road, Manapakkam, Chennai – 600089. The result of the postal ballot/e-voting will also be uploaded on the Company’s website [www.lotteindia.com](http://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 **31.05.2021** i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.

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 VOTING BY:**

### **(A) PHYSICAL POSTAL BALLOT FORM**

The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.

The duly completed and signed Postal Ballot Form, in the enclosed self-addressed Business Reply Envelope, should reach the Scrutinizer not later than 05.00 p.m. (IST) on 31.05.2021. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received.

In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.

Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.

There will be only one Postal Ballot Form for every folio/client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.

A postal ballot form shall be considered invalid if:

- a) A form other than one issued by the company has been used;
- b) It has not been signed by or on behalf of the Member;
- c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
- d) It is not possible to determine without any doubt the assent or dissent of the Member;
- e) Neither assent nor dissent is mentioned;
- f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- g) The envelope containing the postal ballot form is received after the last date prescribed;
- h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

A postal ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

### **(B) VOTING THROUGH ELECTRONIC MEANS (E-VOTING):**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility to its Members in respect of all resolutions set forth in this Notice through Central Depository Services (India) Limited.

- (i) The e-voting period begins on **01.05.2021 at 9 am** and ends on **31.05.2021 at 5 pm**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **23.04.2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (ii) Click on “Shareholders” module.
- (iii) 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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (iv) 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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Notice envelope in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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 as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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 can also be 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Lotte India Corporation Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.



- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 Cameo Corporate Services Ltd (RTA) [agm@cameoindia.com](mailto:agm@cameoindia.com) on or before 25.05.2021.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Cameo Corporate Services Ltd (RTA) [agm@cameoindia.com](mailto:agm@cameoindia.com) on or before 25.05.2021.
3. RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

(xvii) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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 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](mailto:compsecy@lotteindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## **ANNEXURE TO THE NOTICE**

### **Profile of Mr. Kyungwoon Cho (DIN.9048060), Chairman cum Executive Director:**

Mr.Kyungwoon Cho is a Post graduate (MBA) in International Business from Korea University and having about 20 years of rich experience in Sales, Marketing and Finance. He joined in Lotte Group in 2001 and served in various capacities at its Headquarters at Korea and as well as at Lotte Guylian, Belgium. Before his appointment in Lotte India, he was working with Lotte HQ as Vice President of Global Strategic Division. He is the Chairman of Havmor Ice Cream P.Ltd.

### **Profile of Mr. In Chul Yeo (DIN.8688249), Whole Time Director & CFO:**

Mr.In chul Yeo is a Bachelor of Economics from Hankuk University of Foreign Studies, South Korea and has about 22 of years of experience in the field of Audit, Finance and Accounts. Before joining in your Company, he worked in Lotte Confectionery Co.Ltd, Korea as General Manager (Audit). Before his appointment as Whole Time Director in your Company, he was working as Vice President (Supporting Services) in your Company.

### **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 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 28.05.2021

### **Resolution No.1**

Mr.Yun Kang Jung (DIN:08025252) was resigned from the post of Whole Time Director on 16.12.2020 and from Directorship on 27.02.2021 and relocated to Korea.

Consequent to the above, the Board of Directors, based on the recommendation of Remuneration and Nomination Committee, at its meeting held on 8<sup>th</sup> March, 2021 appointed Mr.Kyungwoon Cho (DIN.9048060) as an Additional Director on the Board. Further at the same Board meeting, based on the recommendation of Remuneration and Nomination Committee, he was appointed as Chairman cum Executive Director of the Company for three years from 08.03.2021 to 07.03.2024 subject to the approval of Shareholders and Central Government.

Mr.Kyungwoon Cho is a Post graduate (MBA) in International Business from Korea University and having about 20 years of rich experience in Sales, Marketing and Finance. He joined in Lotte Group in 2001 and served in various capacities at its Headquarters at Korea and as well as at Lotte Guylian, Belgium. Before his appointment in Lotte India, he was working with Lotte HQ as Vice President of Global Strategic Division. He is the Chairman of Havmor Ice Cream P.Ltd.

Mr.Kyungwoon Cho had given his consent to act as Director of the Company. His vast experience will help us to improve the overall performance of the Company. He does not hold any shares in the Company.

None of the Directors (other than Mr.Kyungwoon Cho), Key managerial personnel and relatives of them is interested or concerned in the above resolution. The Board of Directors recommends the passing the above special resolutions.

### **Resolution No.2**

The Board of Directors, based on the recommendation of Remuneration and Nomination Committee, at its meeting held on 8<sup>th</sup> March, 2021, revised the remuneration payable to Mr.In Chul Yeo ( DIN.8688249), Whole Time Director & CFO with effect from 1<sup>st</sup> January, 2021 to 9<sup>th</sup> February, 2023 subject to the approval of Shareholders.

Mr.Inchul Yeo is a Bachelor of Economics from Hankuk University of Foreign Studies, South Korea and has about 22 of years of experience in the field of Audit, Finance and Accounts.

Mr.Inchul Yeo was appointed as Vice President (Supporting Services) & CFO of the Company with effect from 26<sup>th</sup> August, 2019 following the resignation of Mr.Kyunghun Kim, Whole Time Director & CFO. Further, based on the recommendation of Remuneration and Nomination Committee, he was appointed as Whole Time Director by the Board of Directors at its meeting held on 10<sup>th</sup> February, 2020.

His association with the Company will help us to improve the overall performance of the Company. He does not hold any shares in the Company.

None of the Directors (other than Mr.In Chul Yeo), Key managerial personnel and relatives of them is interested or concerned in the above resolution. The Board of Directors recommends the passing the above special resolutions.

The following information pertaining to Mr.Kyungwoon Cho is furnished pursuant to the provisions of Part-II of Section – II (iv) of Schedule V of the Companies Act, 2013.

<b>General Information</b>	<b>Particulars</b>
Nature of Industry	Confectionery
Date or expected date of commencement of commercial production.	The Company is in existence since 1954 (The name of the Company has since been changed from Parrys Confectionery Limited to Lotte India Corporation Limited)
In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators.	As per the Audited Profit & Loss account for the year ended 31st March, 2020, the Sales achieved was Rs.44202.02 lakhs and Loss was Rs. 1762.62 lakhs.
Foreign investments or collaborators, if any.	98.57 % of the paid up capital of the Company is held by M/sLotte Confectionery Co., Ltd. Republic of Korea (Lotte) with approvals from FIPB / RBI.

<b>Information about the appointee</b>	<b>Particulars</b>
Background details	Mr.Kyungwoon Cho (DIN.9048060) is a Post graduate (MBA) in International Business from Korea University and having about 20 years of rich experience in Sales, Marketing and Finance. He joined in Lotte Group in 2001 and served in various capacities at its Headquarters at Korea and as well as at Lotte Guylian, Belgium. Before his appointment in Lotte India, he was working with Lotte HQ as Vice President of Global Strategic Division. He is the Chairman of Havmor Ice Cream P.Ltd.
Past remuneration	No change in his remuneration.
Recognition or awards	He has received awards in recognition of his service from his earlier employer.
Job Profile and Suitability	Mr.Kyungwoon Cho has about 20 years of rich experience in Sales, Marketing and Finance. His exposure and experience in the above areas will help the Company to improve its overall performance.
Remuneration proposed	The terms of the remuneration proposed are detailed in the Special resolution



Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details should be w.r.t. the country of his origin.	The Confectionery industry perse has few companies which are listed and many comparable companies are in private limited category like Perfetti Van Melle India P. Ltd., Parle Products Pvt. Ltd. etc. and information relating to the remuneration profile of the Executive / Managing / Whole Time Director appointed under the Company law is not available.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	There were no pecuniary relationship directly or indirectly with the Company. There are no relationships with the managerial personnel.

<b>Other information</b>	
Reasons of loss or inadequacy of profits	<ul style="list-style-type: none"> <li>(i) Due to inflation and market conditions, the cost of certain raw materials and other inputs has been increased. The company is unable to pass on the above increase fully to the customers as the company deals mostly with MRP based product categories linked with coinage.</li> <li>(ii) The impact of depreciation cost associated with Rohtak factory, which is operating near the break-even level.</li> <li>(iii) The Company continues to invest in brand building by focusing on promotional activities to counter the impact of increasing competition in the market.</li> <li>(iv) Increase in sale of new product variants in the existing brands to take advantage of the brand awareness.</li> </ul>
Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> <li>(i) Effective cost management and effective utilization of common resources.</li> <li>(ii) Increase sales in Exports / focus markets.</li> <li>(iii) Focus on increasing the sale of higher price point products and products with higher margin.</li> <li>(iv) Increase in sale of new product variants in the existing brands to take advantage of the brand awareness.</li> </ul>
Expected increase in productivity and profits in measurable terms	The company is increasing its focus on higher margin products in Asia. The company is also restructuring end to end cost structures to enhance profitability. Effective cost spends is the focus to enhance better profitability.

**Disclosure under Section II of Part-II (iv) of Schedule V of Companies Act, 2013**

All elements of remuneration package such as Salary, benefits, bonuses, stock options, pension etc.	Please refer the Special resolutions given in the Postal ballot notice.
Details of fixed component and performance linked incentives along with the performance criteria.	
Service contracts	Nil
Notice period	Three months
Severance fees	Nil
Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil

The following information pertaining to Mr.In Chul Yeo is furnished pursuant to the provisions of Part-II of Section – II (iv) of Schedule V of the Companies Act, 2013.

<b>General Information</b>	<b>Particulars</b>
Nature of Industry	Confectionery
Date or expected date of commencement of commercial production.	The Company is in existence since 1954 (The name of the Company has since been changed from Parrys Confectionery Limited to Lotte India Corporation Limited)
In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators.	As per the Audited Profit & Loss account for the year ended 31st March, 2020, the Sales achieved was Rs.44202.02 lakhs and Loss was Rs. 1762.62 lakhs.
Foreign investments or collaborators, if any.	98.57 % of the paid up capital of the Company is held by M/sLotte Confectionery Co., Ltd. Republic of Korea (Lotte) with approvals from FIPB / RBI.

<b>Information about the appointee</b>	<b>Particulars</b>
Background details	Mr.In Chul Yeo (DIN.08688249) is a Bachelor of Economics from Hankuk University of Foreign Studies, South Korea and has about 22 of years of experience in the field of Audit, Finance and Accounts. Mr.In Chul Yeo was appointed as Vice President (Supporting Services) & CFO of the Company with effect from 26th August, 2019 following the resignation of Mr.Kyunghun Kim, Whole Time Director & CFO. Prior to his appointment as aforesaid, he was working in Lotte Confectionery Co.Ltd, Korea as General Manager (Audit). He is currently the Whole Time Director and CFO of the Company.
Past remuneration	Mr.In Chul Yeo was previously drawing a remuneration of Rs. 69.20 lakhs as CTC per annum.
Recognition or awards	He has received awards in recognition of his service from his earlier employer.
Job Profile and Suitability	Mr.In Chul Yeo has about 22 of years of experience in the field of Audit, Finance and Accounts. His exposure and experience in the above areas will benefit the Company to improve its overall performance.
Remuneration proposed	The terms of the remuneration proposed are detailed in the Special resolution
Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details should be w.r.t. the country of his origin.	The Confectionery industry perse has few companies which are listed and many comparable companies are in private limited category like Perfetti Van Melle India P. Ltd., Parle Products Pvt. Ltd. etc. and information relating to the remuneration profile of the Executive / Managing / Whole Time Director appointed under the Company law is not available.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	There were no pecuniary relationship directly or indirectly with the Company. There are no relationships with the managerial personnel.
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<b>Other information</b>	
Reasons of loss or inadequacy of profits	<p>(i) Due to inflation and market conditions, the cost of certain raw materials and other inputs has been increased. The company is unable to pass on the above increase fully to the customers as the company deals mostly with MRP based product categories linked with coinage.</p> <p>(ii) The impact of depreciation cost associated with Rohtak factory, which is operating near the break-even level.</p> <p>(iii) The Company continues to invest in brand building by focusing on promotional activities to counter the impact of increasing competition in the market.</p> <p>(iv) Increase in sale of new product variants in the existing brands to take advantage of the brand awareness.</p>
Steps taken or proposed to be taken for improvement	<p>(i) Effective cost management and effective utilization of common resources.</p> <p>(ii) Increase sales in Exports / focus markets.</p> <p>(iii) Focus on increasing the sale of higher price point products and products with higher margin.</p> <p>(iv) Increase in sale of new product variants in the existing brands to take advantage of the brand awareness.</p>
Expected increase in productivity and profits in measurable terms	The company is increasing its focus on higher margin products in Asia. The company is also restructuring end to end cost structures to enhance profitability. Effective cost spends is the focus to enhance better profitability.

**Disclosure under Section II of Part-II (iv) of Schedule V of Companies Act, 2013**

All elements of remuneration package such as Salary, benefits, bonuses, stock options, pension etc.	Please refer the Special resolutions given in the Postal ballot notice.
Details of fixed component and performance linked incentives along with the performance criteria.	
Service contracts	Nil
Notice period	Three months
Severance fees	Nil
Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil

## POSTAL BALLOT FORM

### LOTTE INDIA CORPORATION LIMITED

Regd Office : 4/111, Mount Poonamallee 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 Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated 16.04.2021, by sending my/our Assent (approve) or Dissent (disapprove) to the said Resolutions by placing a tick (✓) mark at the appropriate box below

Brief Description of Special Resolution	No. of shares held by me	I assent to the resolution (APPROVE)	I dissent from the resolution (DISAPPROVE)
Appointment of Mr. Kyungwoon Cho as Chairman cum Executive Director for 3 years from 8 <sup>th</sup> March, 2021 to 7 <sup>th</sup> March, 2024.			
Revision of remuneration of Mr.In Chul Yeo w.r.e.f 1 <sup>st</sup> January, 2021.			

Place:

Date:

(Signature of the Shareholder)

EVSN (e-voting sequence number)	User ID	Password / PIN
210423001	Please enter your DPID/CLID or Folio No.	Use your existing password or enter your PAN with Bank a/c no. / Date of Birth

**E-voting period : From 9 a.m. on 01.05.2021 to 5 p.m. on 31.05.2021 ( both days inclusive).**

**Last date for receipt of Postal Ballot Form by Scrutinizer is 31.05.2021 (before 5 p.m).**

**Please read the instructions carefully before exercising your vote.**