

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

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 aforesaid 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 5.00 p.m on 10th February, 2022 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 relating to evoting. 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 12th February, 2022 The results will also be displayed on the Company's website at www.lotteindia.com.

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

Payment of revised remuneration to Mr.Milan Wahi, Managing Director with retrospective effect from 1st January, 2021

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.Milan Wahi (DIN: 05242884), Managing Director be and is hereby revised as follows with effect from 1st January, 2021 to 9th October, 2022.

(a) Salary

i. Rs.4,06,470 per month as basic salary.

- ii. Rs.4,48,364 per month towards allowances such as House rent allowance, special allowance and leave travel allowance.
- (b) Benefits
- i. Rs.39,667 per month towards Maintenance of car, fuel, driver's salary, telephone and mobile charges.
 - ii. Performance incentive subject to a maximum of Rs.12,19,410 per annum as per Company' policy.
 - iii. Medical insurance and other benefits as applicable to the senior management personnel of the company, will be provided in accordance with the rules and regulations of the company
 - iv. Rs.25,000 per annum in aggregate towards Club subscription fee.
- (c) 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.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits, Mr.Milan Wahi shall be entitled to the above remuneration as the minimum remuneration subject to the approvals, if any, required.

RESOLVED FURTHER THAT Mr.Milan Wahi 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.Milan Wahi 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.

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.

Chennai
Date: 24th December, 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 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 31st December, 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.

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 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

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 12th January, 2022 at 09.00 a.m. (IST) and ends on 10th February, 2022 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 12th February, 2022 at 4.00 p.m. 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 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 10th February, 2022 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.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 12th January, 2022 at 9.00 a.m. and ends on 10th February, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on 31st December, 2021 (the cut-off / record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" module.
- (iv) 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 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:

	For Shareholders holding shares in Demat Form and Physical Form
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 which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 as mentioned in instruction (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant for LOTTE INDIA CORPORATION LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) 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.

(xviii) **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 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 should be mailed to 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, 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 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) murali@cameoindia.com at the earliest.
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) murali@cameoindia.com at the earliest.
3. RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

If you have any queries or issues regarding attending e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to 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 or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

Profile of Mr.Milan Wahi, Managing Director

Mr.Milan Wahi (DIN. 05242884) is a post graduate in Science with PG Diploma and has about 30 years of rich experience in the fields of Marketing and sales and worked as senior management personnel in various reputed Companies such as Cavin Kare, VST Industries, Whirlpool India, Lotte India Corporation Ltd, JK Dairy and Kenstar etc. He is a member of CSR Committee and Stakeholders Relationship Committee.

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 9th February, 2022.

Item no.1

Considering the performance of Mr. Milan Wahi, Managing Director and based on the recommendation of Remuneration and Nomination Committee, at its meeting held on 30th September, 2021, the Board of Directors at their meeting held on same date, revised the remuneration of Mr.Milan Wahi with retrospective effect from 01.01.2021 subject to the approval of shareholders.

Mr.Milan Wahi (DIN. 05242884) is a post graduate in Science with PG Diploma and has about 30 years of rich experience in the fields of Marketing and sales and worked as senior management personnel in various reputed Companies such as Cavin Kare, VST Industries, Whirlpool India, Lotte India Corporation Ltd, JK Dairy and Kenstar etc. He is a member of CSR Committee and Stakeholders Relationship Committee.

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.Milan Wahi), 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.

POSTAL BALLOT FORM

LOTTE INDIA CORPORATION LIMITED

Regd Office : 4/111, Mount Poonamallee Road, Manapakkam, Chennai – 600 089
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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 24th December, 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)
Revision of remuneration of Mr.Milan Wahi w.r.e.f 1 st January, 2021.			

Place:

Date:

(Signature of the Shareholder)

EVSN (e-voting sequence number)	User ID	Password / PIN
220106001	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 : From 9 a.m. on 12th January, 2022 to 5.00 p.m. on 10th February, 2022 (both days inclusive).

Last date for receipt of Postal Ballot Form by Scrutinizer is 10th February, 2022 on or before 5.00 p.m. (IST).

Please read the instructions carefully before exercising your vote.



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