# **LOTTE INDIA CORPORATION LIMITED**

Regd Office: 4/111, Mount Poonamallee Road, Manapakkam, Chennai – 600 089 Phone No.044-45458888; Fax:044-45458800; email: <a href="mailto:compsecy@lotteindia.com">compsecy@lotteindia.com</a> Corporate Identity Number: U15419TN1954PLC001987; website: <a href="mailto:www.lotteindia.com">www.lotteindia.com</a>

#### **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 for the appointment of Mr. Kyunghun Kim as Whole Time Director of the Company, 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, at its meeting held on 12<sup>th</sup> March, 2019, 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 Thursday, 6<sup>th</sup> June, 2019 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 "General information and instructions 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 Friday, 7<sup>th</sup> June, 2019. The results will also be displayed on the Company's website www.lotteindia.com.

Resolution No. 1 - Appointment of Mr. Kyunghun Kim as Whole Time Director of the Company for a period of 3 years from 12<sup>th</sup> March, 2019.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 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 approval of Central Government, Mr. Kyunghun Kim (DIN: 08355917), be and is hereby appointed as Whole Time Director of the Company for a period of 3 years with effect from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2022 on the following terms and conditions, whose period of office shall be liable to retire by rotation.

# (a) Salarv

- i. Rs.55,000 per month as basic salary
- ii. Rs.1,92,050 per month towards allowances such as personal allowance and grade allowance.

# (b) Benefits

- i. Rent-free furnished accommodation expenses subject to a maximum of Rs.1,70,000 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 insurance premium and medical reimbursements subject to a maximum of Rs.1,00,000 in aggregate per annum and 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 said housing accommodation on actuals.
- 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. Kyunghun Kim 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** in the event of no profits or inadequacy of profits, Mr. Kyunghun Kim shall be entitled to the above remuneration as the minimum remuneration subject to the approvals, if any, required.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary or increase or revise the component and elements of remuneration payable to Mr. Kyunghun Kim within the overall limits under the Companies Act, 2013 and do all such acts, deeds, forms, and things as the Board may deem fit subject to complying with applicable provisions of law at that point of time.

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

Chennai Date: 29<sup>th</sup> April, 2019

#### 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 3<sup>rd</sup> May, 2019 (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 <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>. 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 Wednesday, 8<sup>th</sup> May, 2019 at 09.00 a.m. (IST) and ends on Thursday, 6<sup>th</sup> June, 2019 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 Friday, 7<sup>th</sup> June, 2019 at 12.30 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 <a href="www.lotteindia.com">www.lotteindia.com</a> as well as on the website of CDSL <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a>. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, 6<sup>th</sup> June, 2019 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.

For any queries/grievances with regard to voting by Postal Ballot, members are requested to contact Mr. P. Muralidharan, Assistant Manager, Cameo Corporate Services Limited (RTA), "Subramanian Building" #1, Club House Road, Chennai – 600002, India, Email Id - murali@cameoindia.com/Phone number— 044-40020700. Members can also contact Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) of CDSL or may mail them at helpdesk.evoting@cdslindia.com to resolve any grievances with regard to e-voting. Any grievances relating to voting by Postal Ballot including e-voting can also be addressed to the Company Secretary of the Company at compsecy@lotteindia.com / contact at 044-45458872.

All the material documents referred to in the explanatory statement will be available for inspection at the corporate office at 4/169, Rajiv Gandhi Salai, Kandanchavadi, Chennai - 600096 of the Company between 10.30 a.m and 4.30 p.m on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.

## **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 6<sup>th</sup> June, 2019. 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

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof, the Company is pleased to offer the members an e-voting facility as an alternative mode of voting which will enable them to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

The instructions for shareholders for voting electronically are as under:

- (i) The e-voting period begins on Wednesday, 8<sup>th</sup> May, 2019 at 09.00 a.m. (IST) and ends on Thursday, 6<sup>th</sup> June, 2019 at 05.00 p.m. (IST). The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 3<sup>rd</sup> May, 2019 may cast their vote electronically.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders/Members
- (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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

Particulars	For Members 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)
	Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 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.
	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 above.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "Lotte India Corporation Limited" on which you choose to vote.
- (xii) 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 (approve) to the Resolution and option NO implies that you dissent (disapprove) to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android-based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

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/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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or you may write an email to helpdesk.evoting@cdslindia.com

## ANNEXURE TO THE NOTICE

### Profile of Mr. Kyunghun Kim, Whole Time Director

Mr. Kyunghun Kim is a graduate in Law from Kyung Hee University, Seoul. Since the year 2000, he has been working in Lotte Confectionery Co. Ltd, Korea in various capacities in different areas such as HR, Purchase, Planning and Finance. Before joining in Lotte India, he worked in Lotte Confectionery Co.Ltd as Team Head of Global Operation Department. 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.

Mr. Moo Sun Song, Whole Time Director, resigned from the Board on 12<sup>th</sup> March, 2019. In his place, Mr. Kyunghun Kim (DIN 08355917), who has given his consent to act as Director, has been appointed as Additional Director, who will hold office of Additional Director till the ensuing Annual General Meeting. Further, the Board at the same meeting appointed him as Whole Time Director on the recommendation of Remuneration and Nomination Committee, for a period of 3 years from 12<sup>th</sup> March, 2019 to 11<sup>th</sup> March, 2022 subject to the approval of shareholders and Central Government. His association with the Company will improve the performance of the Company.

Mr. Kyunghun Kim is a graduate in Law from Kyung Hee University, Seoul.

Since the year 2000, he has been working in Lotte Confectionery Co.Ltd, Korea in various capacities in different areas such as HR, Purchase, Planning and Finance. Before joining in Lotte India, he worked in Lotte Confectionery Co.Ltd as Team Head of Global Operation Department. Before his appointment as Whole Time Director in your Company, he was working as Vice President (Supporting Services) in your Company.

None of the Directors (other than Mr. Kyunghun Kim), Key Managerial Personnel and relatives of them is interested or concerned in the above resolution.

The Board of Directors recommends passing of above special resolution.

#### Annexure to the Notice (Contd)

The Following information pertaining to Mr. Kyunghun Kim is furnished pursuant to the provisions of Part-II of section – II (iv) of Schedule V of the Companies Act, 2013.

General Information	Particulars	
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 Parry Confectionery Limited to Lotte India Corporation Ltd)	
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, 2018, the Sales achieved war Rs.42576 lakhs and loss after tax was Rs.1533 lakhs.	
Foreign investments or collaborators, if any	98.57% of the paid-up capital of the Company is held by M/s Lotte Confectionery Co., Ltd. Republic of Korea with approvals from FIPB/RBI.	
Information about the appointee	Particulars	
Background details	a) Mr. Kyunghun Kim is a graduate in Law from Kyung Hee University, Seoul.	
	b) Since the year 2000, he has been working in Lotte Confectionery Co.Ltd, Korea in various capacities in different areas such as HR, Purchase, Planning and Finance. Before joining in Lotte India, he worked in Lotte Confectionery Co.Ltd as Team Head of Global Operation Department. Before his appointment as Whole Time Director in your Company, he was working as Vice President (Supporting Services) in your Company.	
Past remuneration	Mr. Kyunghun Kim was drawing a remuneration of Rs.58.48 lakhs as CTC per annum during his tenure as Vice President in your Company.	

Particulars
He has received awards in recognition of his service from his earlier employer.
Mr. Kyunghun Kim is a Law graduate and Certified professional in supply management and has about 19 years of rich experience in the fields of HR, Purchase, Planning and Finance.
The terms of the remuneration proposed are detailed in the resolution.
The Confectionery industry per se has few companies

industry, size of the company profile of the position and	The Confectionery industry per se 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 Managing Director
	appointed under the Company law is not available.
	There were no pecuniary relationship directly or indirectly with the Company. There are no relationships with the managerial personnel.

Other information	
Reasons of loss or inadequacy of profits	(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.
	(ii) There is an impact of interest on ECB loan obtained for investment at Rohtak, even though we started repayment of loans.
	(iii) The impact of depreciation cost associated with Rohtak factory, which is operating below the break-even level.
	(iv) The Company continues to invest in brand building by focusing on promotional activities to counter the impact of increasing competition in the market.
Steps taken or proposed to be taken for improvement.	(i) Effective cost management and effective utilization of common resources.
	(ii) Increase sales in Exports/focus markets.
	<ul><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</li></ul>
	existing brands to take advantage of the brand awareness.
Expected increase in productivity and profits in measurable terms	The company is increasing its focus on higher margin products in Africa and Asia. The company is also restructuring end-to-end cost structures to enhance profitability. Effective cost spends is the focus to enhance better profitability.

## **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: <a href="mailto:compsecy@lotteindia.com">compsecy@lotteindia.com</a> Corporate Identity Number: U15419TN1954PLC001987; website: <a href="mailto:www.lotteindia.com">www.lotteindia.com</a>

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  $29^{th}$  April, 2019, by sending my/our Assent (approve) or Dissent (disapprove) to the said Resolutions by placing a tick ( $\checkmark$ ) 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. Kyunghun Kim as Whole Time Director for 3 years from 12 <sup>th</sup> March, 2019 to 11 <sup>th</sup> March, 2022.			

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Date: (Signature of the Shareholder)

#### **E-VOTING PARTICULARS**

EVSN (e-voting sequence number)	User ID	Password / PIN
		Use your existing password or enter
190430010	Please enter your DPID/CLID or Folio No	your PAN with Bank A/c.No./ Date of Birth

E-voting period : From 9 a.m. on 8th May, 2019 to 5 p.m. on 6th June (both days inclusive).

Last date for receipt of Postal Ballot Form by Scrutinizer is 6th June, 2019 at 05.00 p.m. (IST).

Please read the instructions carefully before exercising your vote.