

December 8, 2015

The Board of Directors

**Lotte India Corporation Limited.,**

Regd.Office : 4/111, Mount Poonamallee Road, Manapakkam

Chennai – 600 089

Dear Sirs/Madam,



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

This has reference to the Postal Ballot forms received from the Shareholders of Lotte India Corporation Limited (the Company), in connection with the following Four Special Resolutions as specified in the Postal Ballot Notice dated 28.10.2015 ("the said Notice") read with the Explanatory Statement attached thereto:

**Item No.1: Appointment of Mr.Suresh Seshadri Iyer as Managing Director for 3 years.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modification(s) or re-enactment thereof and subject to approval of Central Government, Mr.Suresh Seshadri Iyer, be and is hereby appointed as Managing Director for a period of 3 years with effect from 14<sup>th</sup> July, 2015 on the following terms and conditions.

	Description	Remuneration per year (Rs.)
Salary	Basic Salary	1920000
	House Rent allowance	960000
	Special allowance	2628000
	Leave Travel allowance	193284
	<b>Total (A)</b>	<b>5701284</b>
Benefits	Maintenance of car, fuel and driver's salary	396000
	Club entrance fee (for 2 clubs only)	10000
	Club subscription	15000
	Performance incentive	1686300
	Medical reimbursement	100000
	Mediccal insurance premium & hospitalization benefits by company	18000
	Personal accident insurance premium	1000
	Telephone – landline & mobile	36000
	<b>Total (B)</b>	<b>1962300</b>
Retiral benefits	Provident Fund	230400
	Gratuity	93696
	Superannuation fund	288000
	<b>Total (C)</b>	<b>612096</b>
	<b>Total Salary (A + B + C)</b>	<b>8575680</b>

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

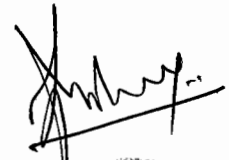


**RESOLVED FURTHER THAT** Mr.Suresh Seshadri Iyer shall be governed by all service conditions of the Company as applicable to Senior Management staff / Directors.

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

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

S.No	Particulars	No.of Postal Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	22	9405448	99.999
B	Votes cast against the Resolution	11	11	0.0001
C	<b>Total valid votes (A+B)</b>	33	9405459	100.00
D	Invalid Votes	0	0	0
	<b>Total</b>	33	9405459	100.00

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

**Item No.2: Appointment of Mr.Young Tae Moon as Executive Director for 3 years.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to the approval of Central Government, if necessary, Mr.Young Tae Moon, be and is hereby appointed as Executive Director of the Company for a period of 3 years with effect from 14<sup>th</sup> July, 2015 on the following terms and conditions.

	Description	Remuneration per year (Rs.)
Salary	Basic Salary	720000
	Personal allowance	720000
	Special Personal allowance	960000
	Additional Personal allowance	2789796
	Grade allowance	96300
	Medical allowance	15000
	<b>Total (A)</b>	<b>5301096</b>
Benefits	Housing (Rent free furnished accommodation_)	3150000
	Car running expenses	336000
	Medical reimbursement at actual	85000
	Medicclaim insurance upto sum insured Rs.2 Lacs & Company Hospitalisation	18000
	<b>Total (B)</b>	<b>3589000</b>
Retiral benefits	Provident Fund	636132
	Gratuity	35136
	Superannuation fund	108000
	<b>Total ( C )</b>	<b>779268</b>
	<b>Total Salary (A + B + C)</b>	<b>9669364</b>

**RESOLVED FURTHER THAT** the Housing expenses payable as above to Mr.Young Tae Moon be increased, if required, subject to a ceiling of 15% per lease term/year.



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

**RESOLVED FURTHER THAT** Mr. Young Tae Moon shall be governed by all service conditions of the Company as applicable to Senior Management Staff/Directors.

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

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	21	9405348	99.998
B	Votes cast against the Resolution	12	111	0.002
C	<b>Total valid votes (A+B)</b>	33	9405459	100
D	Invalid Votes	0	0	0
	<b>Total</b>	33	9405459	100

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




**Item No.3: Payment of revised remuneration to Mr. Moo Sun Song, Whole Time Director.** To consider and, if thought fit, to pass through postal ballot, with or without modification(s), the following resolution as a Special Resolution:-

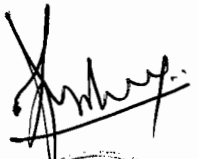
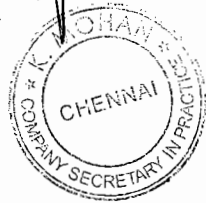
**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made there under including any statutory modification(s) or re-enactment thereof and subject to the approval of shareholders and Central Government, if necessary, the following revised remuneration be paid to Mr.Moo Sun Song, Whole Time Director of the Company with effect from 1<sup>st</sup> April, 2015:

	Description	Remuneration per year (Rs.)	Remuneration per year from 1 <sup>st</sup> April, 2015 (Rs.)
Salary	Basic Salary	660,000	660000
	Personal allowance	174000	174000
	Special personal allowance	970800	1048608
	Additional personal allowance	472800	472800
	Grade allownace	96300	96300
	Medical allowance	0	15000
	<b>Total (A)</b>	<b>2373900</b>	<b>2466708</b>
Benefit	Housing (Rent free furnished accommodation)	540000	1380000
	Car running expenses	300000	336000
	Medical reimbursement at actuals	15000	85000
	Medical Insurance upto sum insured Rs. 2 Lacs & Company Hospitalisation	18000	18000
	<b>Total (B)</b>	<b>873000</b>	<b>1819000</b>
Retiren	Provident Fund	284868	296005

t benef	Gratuity	32208	32208
	Superannuation Fund	99000	99000
	<b>Total (C)</b>	<b>416076</b>	<b>427213</b>
	<b>Total Salary (A+B+C)</b>	<b>3662976</b>	<b>4712921</b>

S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	21	9405348	99.998
B	Votes cast against the Resolution	12	111	0.002
C	<b>Total valid votes (A+B)</b>	<b>33</b>	<b>9405459</b>	<b>100</b>
D	Invalid Votes	0	0	0
	<b>Total</b>	<b>33</b>	<b>9405459</b>	<b>100</b>

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

**Item No.4: Issue of shares by the Company against the further investment by Lotte Confectionery Co.Ltd., Korea**

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

**“RESOLVED THAT** pursuant to Section 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999 including any amendment , modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board thereto), Articles of Association of the Company, and subject to the requisite statutory approvals, the consent of the Company be and is hereby given to the Board of Directors of the Company to offer, issue and allot equity shares of Rs.10/- each equivalent to an amount of USD .10 million be issued at Lotte Confectionery Co.Ltd., Korea at a premium of Rs. 497/- per share equivalent to an amount of USD.10 million to Lotte Confectionery Co.Ltd., Seoul, Korea.

**FURTHER RESOLVED THAT** the Equity shares to be issued and allotted shall rank pari passu with the existing Equity shares of the Company in all respects.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the aforesaid special resolution under section 42 & 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate in regard to offer, issue, allotment of the said equity shares.




S.No	Particulars	No.of Post Ballot Forms	No.of Equity shares	% to Total Votes
A	Votes in favour of the Resolution	21	9405348	99.998
B	Votes cast against the Resolution	12	111	0.002
C	<b>Total valid votes (A+B)</b>	33	9405459	100
D	Invalid Votes	0	0	0
	<b>Total</b>	33	9405459	100

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

Place : Chennai

Date : 08.12.2015



Signature

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

Resolution No.1: Appointment of Mr.Suresh Seshadri Iyer as Managing director for 3 Years.

Mode of Voting : Postal Ballot

Promoter/Public	No.of shares held (1)	No.of Votes polled (2)	% of votes polled on outstanding shares (3)={(2)-(1)*100}	No.of votes in favour (4)	No.of Votes against (5)	% of votes in favour on Votes polled (6)={(4)/(2)}*100	% of Votes Against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	9404693	9404693	99.991	9404693	0	99.9919	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	766	766	0.009	756	10		0.0001
Total	9405459	9405459	100	9405449	10	99.9919	0.0001




Resolution No.2: Appointment of Mr.Young Tae Moon as Executive Director for 3 years.

Mode of Voting : Postal Ballot

Promoter/Public	No.of shares held (1)	No.of Votes polled (2)	% of votes polled on outstanding shares (3)={{(2)-(1)}*100	No.of votes in favour (4)	No.of Votes against (5)	% of votes in favour on Votes polled (6)={{(4)/(2)}*100	% of Votes Against on votes polled (7)={{(5)/(2)}*100
Promoter and Promoter Group	9404693	9404693	99.991	9404693	0	99.9919	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	766	766	0.009	656	110		0.0011
Total	9405459	9405459	100	9349405	110	99.9919	0.0011


**Resolution No.3: Payment of revised remuneration to Mr.Moo Sun Song, Whole Time Director**

Mode of Voting : Postal Ballot

Promoter/Public	No.of shares held (1)	No.of Votes polled (2)	% of votes polled on outstanding shares (3)={(2)-(1)}*100	No.of votes in favour (4)	No.of Votes against (5)	% of votes in favour on Votes polled (6)={(4)/(2)}*100	% of Votes Against on votes polled (7)={(5)/(2)}*100
Promoter and Promoter Group	9404693	9404693	99.991	9404693	0	99.9919	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	766	766	0.009	656	110		0.0011
Total	9405459	9405459	100	9349405	110	99.9919	0.0011

*[Handwritten Signature]*

**K. MOHAN**  
CHENNAI  
COMPANY SECRETARY IN PRACTICE

Resolution No.4: Issue of shares by the Company against the further investment by Lotte Confectionery Co.Ltd., Korea

Mode of Voting : Postal Ballot

Promoter/Public	No. of shares held (1)	No. of Votes polled (2)	% of votes polled on outstanding shares (3)={{(2)-(1)}*100	No. of votes in favour (4)	No. of Votes against (5)	% of votes in favour on Votes polled (6)={{(4)/(2)}*100	% of Votes Against on votes polled (7)={{(5)/(2)}*100
Promoter and Promoter Group	9404693	9404693	99.991	9404693	0	99.9919	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	766	766	0.009	656	110		0.0011
Total	9405459	9405459	100	9349405	110	99.9919	0.0011

