

## **CORPORATE INFORMATION**

### **Board of Directors**

**MANG KO NOH**

Chairman

**MILAN WAHI** (from 10.10.2016)

Managing Director

**SURESH SESHADRI IYER** (till 30.09.2016)

Managing Director

**YOUNG TAE MOON**

Executive Director

**MOO SUN SONG**

Whole Time Director & CFO

**D.G.RAJAN**

Independent Director

**YOUNG MI LEE** (till 21.04.2017)

Independent Director

**HYE LIM JEON** (from 06.07.2017)

Independent Director

### **Company Secretary**

**T.G.KARTHIKEYAN**

### **Registered office**

No.4/111, Mount Poonamallee Road  
Manapakkam, Chennai – 600 089.

### **Head office**

No.4/169, Rajiv Gandhi Salai (OMR)  
Kandanchavadi, Chennai – 600 096.

### **Factories**

Nellikuppam (Cuddalore Dist), Tamil Nadu  
Nemam, Chennai, Tamil Nadu  
Rohtak, Haryana

### **Auditors**

Price Waterhouse Chartered Accountants LLP  
Chennai

### **Bankers**

Standard Chartered Bank  
HDFC Bank Ltd

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## TEN YEARS AT A GLANCE

	2007-08	2008-09	2009-10	2010 (9 Months Apr-Dec) @	2011	2012	2013	2014	2016 (15 months Jan 2015- Mar 2016)	2016-17
<b>OPERATING RESULTS:</b>										
GROSS INCOME	16,815	18,342	19,703	17,386	28,874	31,932	35,866	37,448	48,132	40,245
PROFIT/(LOSS) BEF DEPN., INTEREST & TAX	83	612	983	1,020	2,337	2,389	2,419	2,061	2,815	3,395
PROFIT/(LOSS) BEF INTEREST & TAX	(446)	81	519	68	623	842	661	319	(919)	(845)
PROFIT/(LOSS) BEFORE TAX (PBT)	(770)	(272)	501	56	615	837	649	272	(2,351)	(2,675)
PROFIT/(LOSS) AFTER TAX (PAT)	(579)	(214)	254	(618)	485	666	512	131	(2,251)	(2,675)
DIVIDENDS	-	-	-	-	-	-	-	-	-	-
DIVIDEND TAX	-	-	-	-	-	-	-	-	-	-
RETAINED PROFITS	(579)	(214)	254	(618)	485	666	512	131	(2,251)	(2,675)
<b>SOURCES AND APPLICATION OF FUNDS:</b>										
<b>SOURCES OF FUNDS:</b>										
SHARE CAPITAL	377	377	377	956	956	956	956	956	1,086	1,086
RESERVES AND SURPLUS	3,848	3,633	3,888	43,087	43,572	44,238	44,750	44,881	49,106	46,431
TOTAL SHAREHOLDERS' FUNDS	4,225	4,010	4,265	44,043	44,528	45,194	45,706	45,837	50,192	47,517
BORROWINGS	3,543	34	-	-	-	-	-	12,666	30,945	25,935
DEFERRED TAX LIABILITY	-	-	-	-	-	-	5	111	-	-
FUNDS EMPLOYED	7,768	4,044	4,265	44,043	44,528	45,194	45,711	58,614	81,137	73,452
<b>APPLICATION OF FUNDS:</b>										
GROSS FIXED ASSETS (includes Investment Property)	12,616	12,746	12,767	48,390	47,943	48,138	55,166	55,388	93,863	92,950
DEPRECIATION	6,473	6,968	7,315	8,265	9,069	10,616	12,255	13,998	17,717	20,866
NET FIXED ASSETS	6,143	5,778	5,452	40,125	38,874	37,522	42,911	41,390	76,146	72,084
CAPITAL WORK-IN-PROGRESS	85	77	1	26	842	3,203	141	7,425	151	6
INVESTMENTS	-	-	-	-	-	-	0.26	0.26	0.26	0.26
DEFERRED TAX ASSET (NET)	739	823	663	-	-	-	-	-	-	-
DEFERRED TAX LIABILITY (NET)	-	-	-	-	-	-	-	-	-	-
GROSS CURRENT AND NON-CURRENT ASSETS	3,319	3,501	4,469	7,827	9,614	10,120	7,849	15,580	18,022	16,000
CURRENT LIABILITIES & PROVISIONS	2,518	6,135	6,320	3,935	4,802	5,651	5,190	5,781	13,182	14,638
NET CURRENT ASSETS	801	(2,634)	(1,851)	3,892	4,812	4,469	2,659	9,799	4,840	1,362
DEFERRED REVENUE EXPENDITURE	-	-	-	-	-	-	-	-	-	-
DEBIT BALANCE IN P & L	-	-	-	-	-	-	-	-	-	-
NET ASSETS EMPLOYED	7,768	4,044	4,265	44,043	44,528	45,194	45,711	58,614	81,137	73,452
<b>RATIOS:</b>										
ROCE (%)	(5.72)	1.38	12.49	0.28	1.41	1.88	1.47	0.61	(1.31)	(1.09)
PBDIT TO GROSS INCOME(%)	0.50	3.33	4.99	5.87	8.09	7.48	6.75	5.50	5.85	8.44
PAT ON SHAREHOLDERS' FUNDS(%)	(13.71)	(5.34)	5.96	(1.40)	1.09	1.47	1.12	0.29	(4.48)	(5.63)
EARNINGS PER EQUITY SHARE(Rs)	(15.36)	(5.68)	6.74	(6.95)	5.07	6.97	5.35	1.37	(20.72)	(24.62)
DIVIDEND PER EQUITY SHARE(Rs)	-	-	-	-	-	-	-	-	-	-
NET WORTH PER EQUITY SHARE(Rs)	112.02	106.34	113.08	495.76	465.77	472.74	478.09	479.47	462.01	437.39
DEBT: EQUITY RATIO	0.84	0.01	-	-	-	-	-	0.28	0.62	0.55

@ Includes merger of Lotte foods India Private Ltd (Subsidiary of Lotte confectionery Co. Ltd, Korea)

## LOTTE INDIA CORPORATION LIMITED

Regd Office : No.4/111, Mount Poonamallee Road, Manapakkam, Chennai 600 089.  
Phone No. 044-4545 8888; FAX: 044-4545 8800; e-mail: compsecy@lotteindia.com  
Corporate Identity Number: U15419TN1954PLC001987; Website: www.lotteindia.com

### NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Sixty second Annual General Meeting of the Company will be held on Monday, the 18<sup>th</sup> December, 2017 at 10.30 A.M. at M.A.Chidambaram Hall, Southern India Chamber of Commerce and Industry, Esplanade, Chennai -600 108, to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report and the audited Statement of Profit and Loss for the year ended 31st March, 2017 and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint a Director in the place of Mr. Milan Wahi, who retires by rotation and is eligible for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Price Waterhouse Chartered Accountants LLP ( Firm Registration No.012754N/N500016), as the Statutory Auditors of the Company to hold office from the conclusion of 62nd Annual General Meeting till the conclusion of 63rd Annual General Meeting on such remuneration as may be determined by the Board of Directors.

#### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

**RESOLVED THAT** Ms.Hye Lim Jeon (DIN : 07785866), who was appointed as an Additional Director in the capacity of Independent Director of the Company on 6th July, 2017, whose term of office as an Additional Director expires at this Annual General Meeting and in respect of

whom the company has received a notice under section 160 of the Companies Act, 2013 in writing, proposing her candidature for the office of Director be and is hereby appointed as Independent Director of the Company to hold office for a term of 5 years from 6th July, 2017 to 5th July, 2022.

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**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, Mr.Moo Sun Song (DIN: 06891507), Director be and is hereby re-appointed as Whole Time Director of the Company for a period of 3 years with effect from 6th July, 2017, on the following terms and conditions, whose period of office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr.Moo Sun Song be paid the following remuneration with retrospective effect from 1st April, 2017.

#### (a) Salary

- i. Rs.55,000 per month as basic salary
- ii. Rs.2,07,912 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.1,21,800 per month and if required with an increase upto 15% p.a.
- ii. Rs.28,000 per month towards maintenance of car, fuel, driver's salary.
- iii. Medical insurance premium and medical reimbursements subject to a maximum of Rs.118,000 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 actual.

**NOTICE TO SHAREHOLDERS (Contd.)**

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. Superannuation fund payment shall be in accordance with Company's policy in force.

**RESOLVED FURTHER THAT** Mr.Moo Sun Song shall be governed by all service conditions of the Company as applicable to Senior Management Staff including age of retirement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter or vary the terms and conditions of the said appointment in such manner as the Board may deem fit subject to complying applicable provisions of law at that point of time.

**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 and writings as may be required to give effect to the aforesaid resolution.

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**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 there under including any statutory modification(s) or re-enactment thereof, the remuneration payable to Mr.Young Tae Moon (DIN: 07235966), Executive Director be and is hereby revised as follows with retrospective effect from 1st April, 2017.

**(a) Salary**

- i. Rs.60,000 per month as basic salary
- ii. Rs.4,44,403 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.2,62,500 per month and if required with an increase upto 15% p.a.

ii) Rs.46,000 per month towards maintenance of car, fuel and driver's salary.

iii) Medical insurance premium and medical reimbursements subject to a maximum of Rs.118,000 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 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 lacs in aggregate per annum.

(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. Young Tae Moon shall be governed by all service conditions of the Company as applicable to Senior Management personnel and directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to alter or vary the terms and conditions of the said appointment in such manner as the Board may deem fit subject to complying applicable provisions of law at that point of time.

**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 and writings as may be required to give effect to the aforesaid resolution.

By Order of the Board  
For Lotte India Corporation Limited

Chennai  
2<sup>nd</sup> November, 2017

T.G. Karthikeyan  
Company Secretary

**Notes:**

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item Nos.4 to 6 and statement pursuant to the provisions of Part-II of Section –II (iv) of Schedule V of the Companies Act, 2013 are annexed.
2. A member entitled to attend and vote at the above meeting may appoint one or more Proxies to attend and vote on poll instead of him / her. The Proxy need not be a Member of the Company.
3. Proxy to be valid, shall be deposited with the Company's Registered office not later than forty eight hours before the time for holding the meeting. The person shall not be appointed as proxy on behalf of more than fifty members. A Proxy Form is attached herewith.
4. Members, who are having shares in physical form are requested to intimate change in their addresses, if any, immediately to the Company at its Head Office quoting their folio number, certificate number.
5. Members, who are having shares in Demat form are requested to intimate change in their addresses, if any, immediately to their Depository Participants with whom they are maintaining their Demat Account.
6. **Book closure:** The Register of Members and Share Transfer books of the Company shall remain closed from 12th December, 2017 to 18th December, 2017 (both days inclusive).
7. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company by sending an email to "compsecy@lotteindia.com", in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve documents in electronic form.
8. In compliance with provisions of the Companies Act, 2013 the Company is pleased to offer e-voting facility, for all the Shareholders of the Company. For this purpose, the Company had entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically.
9. The Company has appointed Mr. K.Mohan, Company Secretary in Practice, as Scrutinizer for conducting the e-voting process in a transparent manner.
10. Members who did not cast their vote through e-voting during the e-voting period shall be allowed to cast their vote at the AGM through ballot paper. Members who have voted through e-voting cannot vote again through ballot paper at AGM.
11. The Scrutinizer shall, immediately after the conclusion of voting at the Annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him who shall countersign the same. The Chairman or a person authorised by him shall declare the result of the voting forthwith. The results declared along with the Scrutiniser's report shall be placed on the Company's website [www.lotteindia.com](http://www.lotteindia.com).

**Details regarding e-voting facility:**

- i) In compliance with Section 108 of the Companies Act, 2013 and the relevant Rules made there under, the Company is also required to conduct the voting process electronically. The business to be transacted at this general meeting may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means through CDSL
- ii) The instructions for shareholders voting electronically are as under: i) **The evoting period** begins on Friday, the 15th December, 2017 at 9 A.M and ends on Sunday, the 17th December, 2017 at 5 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut off date** (record date) of 11th December, 2017, 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](http://www.evotingindia.com)
- iii) Click on Shareholders.
- 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



## Notes (Contd.)

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

	For Members holding shares in Demat Form and Physical Form
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>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank details(or) Date of Birth (DOB)	Enter the dividend bank details (or) DOB (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 /company, please enter the member id/folio number in the dividend bank details field as mentioned in the instruction (iv)

After entering these details appropriately, click on "SUBMIT" tab

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 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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for LOTTE INDIA CORPORATION LIMITED on which you choose to vote.

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. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you

by clicking on "Click here to print" option on the Voting page. If 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. 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](http://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](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. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Shareholders who have already voted prior to AGM through e-voting, would not be entitled to vote again at AGM.

**ANNEXURE TO THE NOTICE****A) PROFILE OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT**

Mr. Milan Wahi is a post graduate in Science with PG Diploma and has about 26 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 of the Board of Directors of the Company.

Ms. Hye Lim Jeon is a graduate in Accounting and Certified Public Accountant. She has been working in ANSE Accounting Corporation, Korea since 2016. She has good experience & knowledge in the field of finance, taxation and stock consultancy. She is a Korean National.

Mr. Moo Sun Song is a Master of Business Administration with specialization in Finance. Prior to his appointment as Whole Time Director, he was working in your Company as Vice President (Supporting Services) & CFO. He is a Korean National. Before that, he was working in Lotte Confectionery Co.Ltd, Korea as a Member of Finance & Accounting team since the year 2001.

**B) 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 the previous day before the AGM.

**Item No.4:**

Ms. Young Mi Lee, ceased to be a director on 21.04.2017. In her place, the Board of Directors, based on the recommendation of Remuneration and Nomination Committee, at its meeting held on 6th July, 2017 appointed Ms. Hye Lim Jeon, (DIN: 07785866) as an Additional Director, who will hold office of Additional Director till the ensuing Annual General Meeting.

Further the Board at the same meeting appointed her as an Independent Director for a term of five consecutive years from 6th July, 2017 to 5th July, 2022 subject to the approval of shareholders. The Appointment letter containing the terms and conditions of appointment is available on Company's website: [www.lotteindia.com](http://www.lotteindia.com). Ms. Hye Lim Jeon, aged 33 years is a Certified Public Accountant practicing in Korea and having about 3 years experience in the field of finance and accounts. Currently, she is working in ANSE Accounting Corporation, Korea. Ms. Hye Lim Jeon fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. She does not hold any shares in the Company. She is a member of Audit Committee and Remuneration & Nomination Committee. Ms. Hye Lim Jeon has given her consent to act as independent director of the Company. Her association with the company will help in bringing an independent judgement on issues relating to strategy, risk management, performance of the company.

None of the Directors (other than Ms. Hye Lim Jeon), 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 resolution.

**Item No.5 :**

Mr. Moo Sun Song was appointed as Whole Time Director of the Company on 19th August, 2014 for a period of 3 years. The shareholders have approved the appointment & remuneration of Mr. Moo Sun Song as Whole Time Director vide Special Resolution passed through postal ballot process on 28th November, 2014.

The Ministry of Corporate Affairs, Government of India, vide its letter dated 27th April, 2015 granted its approval for the said appointment.

Considering the valuable contribution of Mr. Moo Sun Song to the Company and based on recommendation of Remuneration & Nomination Committee, the Board had increased the remuneration payable to Mr. Moo Sun Song, Whole Time Director with effect from 1st April, 2017 and



**ANNEXURE TO THE NOTICE (Contd.)**

reappointed for a period of 3 years from 6th July, 2017 subject to the approval of shareholders. Before revision as aforesaid, his remuneration was Rs.48.12 lacs p.a.

Your company incurred a loss for the Year period ended 31st March, 2017. In the event of inadequacy or absence of profits, payment of remuneration to managerial persons requires the approval of Shareholders as per Schedule V of Companies Act, 2013. This has been already approved by the Remuneration and Nomination Committee and Board of Directors at their meeting held on 6th July, 2017.

Mr.Moo Sun Song, aged 41 years, is a Master of Business Administration with specialization in Finance. Prior to his appointment as Whole Time Director, he was working in your Company as Vice President (Supporting Services) & CFO. He is a Korean National.

He is a member of Audit Committee, Remuneration & Nomination Committee, CSR Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. He does not hold any shares in the Company. The details of meetings attended are available in the Corporate Governance disclosures.

None of the Directors (other than Mr.Moo Sun Song), 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 resolution.

**Item No.6:**

Mr.Young Tae Moon was appointed as Executive Director of the Company on 14th July, 2015 for a period of 3 years. The shareholders have approved the appointment & remuneration of Mr.Young Tae Moon as Executive

Director vide Special Resolution passed through postal ballot process held on 5th December, 2015. The Ministry of Corporate Affairs, Government of India, vide its letter dated 24th August, 2016 granted its approval for the said appointment.

Considering the valuable contribution of Mr.Young Tae Moon to the Company and based on recommendation of Remuneration & Nomination Committee, the Board had increased the remuneration payable to Mr.Young Tae Moon, Executive Director with effect from 1st April, 2017 subject to the approval of shareholders. Before revision as aforesaid, his remuneration was Rs.91.38 lacs p.a.

Your company incurred a loss for the Year ended 31st March, 2017. In the event of inadequacy or absence of profits, payment of remuneration to managerial persons requires the approval of Shareholders as per Schedule V of Companies Act, 2013. This has been already approved by the Remuneration and Nomination Committee and Board of Directors at their meeting held on 2nd November, 2017.

Mr.Young Tae Moon, aged 52 years is a post graduate in Business Administration from Chung-Ang University, Korea with specialisation in Business & Marketing. He has about 27 years of rich experience in the field of sales and marketing. Before his appointment as Executive Director, he had worked in your Company as Vice President (Sales & Marketing). He does not have any shares in the Company.

None of the Directors (other than Mr.Young Tae Moon), 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 resolution.

**ANNEXURE TO THE NOTICE (Contd.)**

**The following information pertaining to Mr. Moo Sun Song 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 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 31 <sup>st</sup> March, 2017, the Sales achieved was Rs.40245.41 lakhs and loss after tax was Rs.2675.12 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	Mr.Moo Sun Song is a post graduate in Business Administration with specialization in Finance. Before his appointment as WTD of the Company, he was working in your Company as a Vice president (Supporting Services) & CFO.
Past remuneration	Mr. Moo Sun Song was previously drawing a remuneration of Rs.48.12 lakhs per annum
Recognition or awards	He has received awards in recognition of his service from his earlier employers.
Job Profile and Suitability	Mr.Moo Sun Song is a post graduate in Business Administration with specialization in Finance. Before his appointment as WTD of the Company, he was working in your Company as a Vice president (Supporting Services) & CFO.  His experience and expertise in the field will benefit the Company to achieve its desired goal.
Remuneration proposed	The terms of the remuneration proposed are detailed in the resolution.