



## Lovable Lingerie Limited

**Corporate Identification No. (CIN): L17110MH1987PLC044835**  
**Registered Office:** A-46, Street No.2, MIDC, Andheri (East), Mumbai - 400 093.  
Phone: (91-22) 2838 3581; Fax: (91-22) 2838 3582  
**Email:** corporate@lovableindia.in; **Website:** www.lovableindia.in

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting (AGM) of the Members of Lovable Lingerie Limited ("Company") will be held on Monday, September 27, 2021 at 11:00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following businesses:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To declare a Final Dividend on Equity Shares of the Company for the financial year ended March 31, 2021.
3. To appoint a Director in place of Mrs. Taruna Reddy (DIN: 02787135), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

4. **Appointment of Mr. Mohangandhi Muruganathaswamy (DIN: 07625896) as an Independent Director of the Company.**

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Mohangandhi Muruganathaswamy (DIN : 07625896) who was appointed as an Additional Director in the capacity of Independent Non-Executive Director of the Company by the Board of Directors effective 9th September 2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Compensation Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Non-Executive Director of the Company for a period of five years with effect from September 9, 2020 to September 8, 2025 and the term shall not be subject to retirement by rotation.

5. **Continuance of appointment of Mr. Anantharaman Mahadevan (DIN 00165226) as an Independent Non-Executive Director:**

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuance of appointment of Mr. Anantharaman Mahadevan (DIN 00165226) as a Non-Executive Independent Director of the Company, who will be attaining the age of 75 (seventy five) years in few months, to hold the office till date of expiry of



his current term of office as approved by the members at 30th Annual General Meeting of the Company held on August 30, 2017.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

By Order of the Board of Directors  
For **Lovable Lingerie Limited,**

**L Vinay Reddy**  
Managing Director  
DIN: 00202619

Mumbai, August 10, 2021

**Registered Office:**

A-46, Street No.2, MIDC, Andheri (East), Mumbai 400 093.  
Corporate Identification Number (CIN): L17110MH1987PLC044835  
Tel: 91 22 2838 3581 Fax: 91 22 2838 3582  
E-mail : corporate@lovableindia.in Website: www.lovableindia.in

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“**MCA**”) has vide its circular dated 13<sup>th</sup> January 2021, read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “**MCA Circulars**”) and SEBI Circular dated 15<sup>th</sup> January, 2021 read with SEBI Circular dated 12<sup>th</sup> May, 2020 (“**SEBI Circulars**”) permitted the holding of the Annual General Meeting (“**AGM**”) through Video Conference (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and MCA Circular / SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”)
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [dmz@dmzaveri.com](mailto:dmz@dmzaveri.com) with copies marked to the Company at [corporate@lovableindia.in](mailto:corporate@lovableindia.in) and to its RTA at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in)

**5. Registration of email ID and Bank Account details:**

To Register e-mail address for all future correspondence and update the Bank Account details, members are requested to please follow the below Process



Members Holding Shares in Physical	<p>Send a request to M/s. Link Intime India Private Limited at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>:</p> <p>i) <b>To register e-mail address</b> : Please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy of both PAN card and Aadhar card)</p> <p>ii) <b>To update bank account details</b> : Please send the following additional documents/information followed by the hard copies:</p> <p>a) Name of the bank and branch address,  b) Type of bank account i.e., savings or current,  b) Type of bank account i.e., savings or current,  c) Bank account no. allotted after implementation of core banking solutions,  d) 9-digit MICR code no., and  e) 11-digit IFSC code  f) Original cancelled cheque bearing the name of the first shareholder, failing which a copy of the bank passbook / statement attested by bank.</p> <p>Alternatively, members holding shares in Physical can also update/upload the said information/documents on <a href="https://web.linkintime.co.in/EmailReg/Email_Register.html">https://web.linkintime.co.in/EmailReg/Email_Register.html</a></p>
<b>Members Holding Shares in Demat</b>	Please contact your DP and follow the process advised by your DP

6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. for assistance in this regard.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Pvt. Ltd. (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Link Intime India Pvt. Ltd. in case the shares are held in physical form.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).



12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.lovableindia.in](http://www.lovableindia.in), websites of the stock exchanges i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in).
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, special business at Sr. No. 4 & 5 of the Notice to be transacted at the Annual General Meeting is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime India Pvt. Ltd.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083 Ph: 022-49186000. Members holding shares in demat form are requested to inform the concerned depository Participants of any change in address, dividend mandate, e-mail etc. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 27<sup>th</sup> September, 2021. Members seeking to inspect such documents can send an email to [corporate@lovableindia.in](mailto:corporate@lovableindia.in).
19. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI Listing Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Link Intime India Private Limited ("**LIIP**"). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Dharmesh Zaveri, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
20. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 23, 2021 to Monday, September 27, 2021 (both days inclusive) for the purpose of the 34th Annual General Meeting of the Company and for the purpose of dividend.



21. Dividend, as recommended by the Board of Directors, if declared at the meeting shall be paid to those members whose name(s) appear in the Register of Members of the Company as on Wednesday, September 22, 2021. In respect of shares held in Electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
22. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ LIPL (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H/ 10F, to avail the benefit of non-deduction of tax at source by email to Company at [corporate@lovableindia.in](mailto:corporate@lovableindia.in) and M/s. Link Intime India Private Limited at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [corporate@lovableindia.in](mailto:corporate@lovableindia.in)

23. The e-voting period commences on Friday, September 24, 2021 (9:00 a.m. IST) and ends on Sunday, 26<sup>th</sup> September, 2021 (5:00 p.m. IST). During this period, a member holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Monday, September 20, 2021 may cast their votes electronically. The e-voting module will be disabled by LIPL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.
24. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
25. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, LIPL and will also be displayed on the Company's website, [www.lovableindia.in](http://www.lovableindia.in)
26. Members may also note that the Notice of the 34th AGM and the Annual Report 2020-21 will also be available on the Company's website, [www.lovableindia.in](http://www.lovableindia.in) , websites of the stock exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of LIPL <https://instavote.linkintime.co.in>.

#### **Instructions for shareholders to vote electronically:**

- **Voting through electronic means:**

- I. **The instructions for remote e-voting are as under:**

- i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company provides to Members the facility of exercising their right to cast vote(s) before or at the AGM by electronic means and the business may be transacted, accordingly.



- ii. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) and e-voting at the AGM is being provided by the Link Intime India Private Limited (“RTA”) or (“LIPL”).
- iii. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company / RTA / depositories as on Monday, 20th September, 2021, (“Cut-off” Date) shall only be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- iv. In this regard, the Member’s demat account/ folio number as on the Cut-off Date shall be considered by the Company for participation in voting on resolutions placed by the Company on the e-voting system.
- v. **Members can opt for only one mode of voting i.e. either by remote e-voting or e-voting at the AGM.** Members attending the AGM, who have not cast their vote(s) earlier by remote e-voting shall be able to exercise their right at the Meeting through e-voting at the AGM. Member(s) who have cast their vote(s) by remote e-voting prior to the AGM, may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote(s) again.
- vi. The e-voting period begins on **Friday, 24<sup>th</sup> September, 2021** at 9.00 a.m. and ends on Sunday, 26<sup>th</sup> September, 2021 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the **Cut-off** Date may cast their vote(s) electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- vii. A person who is a Member as on the Cut-off Date shall only be entitled for availing the facility of remote e-voting or e-voting at the Meeting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
- viii. The procedure for casting vote through remote e-voting module is as under:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their respective demat account / website of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider.

Accordingly, Members are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.





**Login method for Individual shareholders holding securities in demat mode/physical mode is given below: -**

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for NSDL IDeAS facility</b></p> <ol style="list-style-type: none"> <li>i. Please visit the e-Services website of NSDL at the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>iii. On the new screen, please enter your User ID and Password.</li> <li>iv. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services.</li> <li>v. On the e-voting page, you will see Company's name or e-voting service provider's name. Click on Company name or that of the e-voting service provider.</li> <li>vi. You will be re-directed to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.</li> </ol> <p><b>2. User not registered for NSDL IDeAS facility</b></p> <ol style="list-style-type: none"> <li>i. Option to register is available at the link <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-voting website of NSDL and follow the steps given in point 1 under this section.</li> </ol> <p><b>3. Alternatively by directly accessing the e-voting</b></p> <ol style="list-style-type: none"> <li>i. Open web browser by typing the URL viz. <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>ii. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL starting with IN – DP ID and Client ID), password/OTP and a verification code as shown on the screen.</li> <li>iv. After successful authentication, you will be redirected to NSDL's website wherein you can see e-voting page. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing users who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>i. Please visit the e-Services website of CSDL at the URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>, thereafter, please click on New System 'Myeasi'.</li> <li>ii. On the new screen, please enter your User ID and Password for accessing Easi / Easiest.</li> <li>iii. After successful login of Easi / Easiest you will also be able to see the e-voting menu. The menu will have links of e-voting service provider's i.e. Link Intime, NSDL, CDSL and KFinTech. Click on e-voting service provider's name to cast your vote.</li> </ol> <p><b>2. If the user is not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>i. An option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>ii. Then visit the e-voting website of CSDL and follow the steps given in point 1 under this section.</li> </ol> <p><b>3. Alternatively by directly accessing the e-voting page</b></p> <ol style="list-style-type: none"> <li>i. You can directly access e-voting page by providing demat Account Number and PAN from the link <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. The system will authenticate your details by sending OTP on registered mobile and email ID as recorded in the demat Account. After successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against Company's name or e-voting service provider's name and you will be re-directed to the e-voting page of service provider to cast your vote.</li> </ol>

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) and login through their depository participants	<ol style="list-style-type: none"> <li>Users can also login using the login credentials of their Demat Account through their Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>When you login, you will see e-Voting option. Once you click on the same, you will be redirected to NSDL/CDSL sites after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.</li> </ol>
Individual Shareholders holding securities in Physical mode and e-Voting service Provider is LINKINTIME i.e. RTA.	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on 'Sign Up' under '<b>SHARE HOLDER</b>' tab and register with your following details: - <ol style="list-style-type: none"> <li><b>User ID:</b> Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li><b>PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company) shall use the sequence number provided to you, if applicable.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. Shareholders holding shares in physical form but have not provided or updated the information at 'C' or 'D' with their RTA/ Company, should provide their Folio number in 'D' above.</li> </ol> </li> <li>Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>Click "confirm" (Your password is now generated).</li> <li>Click on 'Login' under '<b>SHARE HOLDER</b>' tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</li> <li>After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon.</li> <li>E-voting page will appear on the screen.</li> <li>Refer the Resolution description and cast your vote by selecting your desired option '<b>Favour / Against</b>' (If you wish to view the entire Resolution details, click on the '<b>View Resolution</b>' file link).</li> <li>After selecting the desired option i.e. '<b>Favour/ Against</b>' click on '<b>Submit</b>'. A confirmation box will be displayed. If you wish to confirm your vote, click on '<b>Yes</b>', else to change your vote, click on 'No' and accordingly modify your vote.</li> <li>Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, Members can login any number of times till you have voted on the resolution(s) for a particular "Event".</li> </ol>

ix. If Individual Shareholders, holding securities in "**PHYSICAL MODE**", whose e-voting service provider is LINKINTIME and who have "**FORGOTTEN**" their password, the follow the below steps :

- Click on 'Login' under '**SHARE HOLDER**' tab and further Click 'forgot password?'
- Enter **User ID**, select Mode and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- Shareholders/Members having valid email address, the Password will be sent to his/her registered e-mail address. Else, Shareholders/Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as





mentioned above. (The Password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter. )

**Important Note :**

- Shareholders/Members holding shares in physical form, the details can be used only for voting on the Resolutions contained in this Notice.
  - It is strongly recommended not to share your Password with any other person and take utmost care to keep your password confidential.
- x. If Individual Shareholders holding securities in **dematerialised mode** are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password options available at the Depository's /DP's website.

**Important note:**

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- During the voting period, Members can login any number of times till they have voted on the resolution(s) for a particular "Event".

**Helpdesk of Depositories "for Individual Shareholders holding securities in DEMAT"**

Shareholders/Members holding securities in demat mode may contact the respective helpdesk given below for any technical issues related to login through Depository i.e. NSDL/CDSL :

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free nos.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022 - 2305 8738 or 022 - 2305 8542/43.

**General Guidelines for shareholders:**

- i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link in Time Pvt. Ltd. (LIPL) at <https://instavote.linkintime.co.in> and register themselves as '**Custodian/ Mutual Fund/Corporate Body**'.
- ii. They are also required to upload a scanned certified true copy of the Board Resolution/Authority Letter/Power of Attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/ Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.
- iii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- iv. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this AGM Notice and holds shares as on the Cut-off Date may obtain the login id and password by sending a request at [rnt\\_helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in) / [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or call on 022 - 49186175 / 49186000.



**Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders and e-Voting service Provider is LINKINTIME.**

In case Shareholders/Members holding securities in physical mode/Institutional shareholders have any queries regarding e-Voting, they may refer the **Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help Section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**II. Instructions for Members to Vote during the AGM through InstaMeet (VC/OAVM):**

Once the electronic voting is activated by the Scrutiniser during the Meeting, the Members who have not exercised their vote(s) through the remote e-voting can cast their vote(s) as under:

- i. On the Member's page/VC page, click on the link for e-voting "**Cast your vote**".
- ii. Enter demat account no. / folio no. and **OTP** (One Time Password), received on the registered mobile number/ registered e-mail ID, during registration for InstaMeet and click on '**Submit**'.
- iii. After successful login, see "Resolution Description" and against the same the options "Favour/ Against" for voting.
- iv. Cast vote by selecting appropriate option i.e. **Favour/Against**, as desired.
- v. Enter the number of shares (which represents no. of votes) as on the Cut-off Date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- vi. After selecting the appropriate option i.e. Favour/ Against as desired, click on "**Save**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**Confirm**", else to change your vote, click on "Back" and accordingly modify your vote.
- vii. Once the vote is confirmed on the resolution, any modification or change is not allowed subsequently.

**Notes:**

Members who will be present in the AGM through InstaMeet facility and have not cast their vote(s) on the resolutions through remote e-voting and/are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting.

Members who have voted through remote e-voting prior to the AGM will be eligible to attend/ participate in the Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the members have any queries or issues regarding e-voting, you may write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on: 022 - 49186000 / 49186175 InstaMeet support desk, of the RTA.

**• Instructions for Members attending the AGM through InstaMeet:**

Instructions for Members to attend the AGM through InstaMeet are as under:

- i. Members are entitled to attend the AGM through VC/OAVM provided by the RTA by following the below mentioned process. Facility for joining the AGM through VC/ OAVM shall be open 30 minutes before the time scheduled for the AGM and shall expire 15 minutes after the scheduled time of the Meeting, and will be available to the Members on first come first serve basis.
- ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members with >2% shareholding,



Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors, etc. may be allowed to attend the Meeting without restrictions of first come first serve basis. Members may log-in and join 30 minutes prior to the scheduled time of the Meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.

- iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:
    1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with following details:
      - a) DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
        - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
        - Members holding shares in NSDL demat account shall provide sixteen digit demat number - 8 Character DP ID followed by 8 Digit Client ID
        - Members holding shares in physical form shall provide Folio Number registered with the Company
      - b) PAN: Enter your 10 digit PAN. (Members who have not updated their PAN with the DP/Company shall use the sequence number provided to them, if applicable)
      - c) Please enter your mobile number.
      - d) Please enter your email ID as recorded with your DP/RTA/Company.
    2. Click on "Go to Meeting". You are now registered for InstaMeet and your attendance is marked for the meeting.
- **Instructions for Members to register themselves as speakers during AGM:**
    - i. Members who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail address, mobile number at [corporate@lovableindia.in](mailto:corporate@lovableindia.in) on or before 20th September, 2021.
    - ii. Members will receive "speaking serial number" once they mark attendance for the Meeting.
    - iii. Other Members may ask questions to the panelist(s), via active chat-board during the Meeting.
    - iv. Please quote your serial number and start your conversation with panelist(s) by switching on the video and audio of your device.
    - v. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
    - vi. Members are requested to speak only when the moderator of the Meeting will announce the name and serial number for speaking.
    - vii. The caption/subject of the email may please be mentioned as "Speaker for AGM\_<DP ID>\_<Client ID>". Those Members who have registered themselves as speaker will only be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
    - viii. Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at [corporate@lovableindia.in](mailto:corporate@lovableindia.in). The same will be replied by the Company, suitably.



- ix. Members should be allowed to use camera and required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance while speaking.
- **Declaration of results on the resolutions:**
  - i. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, 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. The Scrutiniser shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/ have been carried or not. This report shall be submitted to the Chairperson or a person authorised by him, in writing, who shall countersign the same.
  - ii. The results shall be declared after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutiniser's Report shall be placed on the website of the Company [www.lovableindia.in](http://www.lovableindia.in) within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website <https://instavote.linkintime.co.in>. The said results shall also be displayed at the registered office of the Company.
- 1. Members are requested to kindly keep the Annual Report sent to their registered e-mail ID with them while attending the AGM through VC/ OAVM.
- 2. Since the AGM will be held through VC/OAVM Facility, the route map is not annexed with this Notice.

**GUIDELINES TO ATTEND THE AGM PROCEEDINGS OF LINK INTIME INDIA PVT. LTD.: INSTAMEET**

- i. Please refer the following instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the AGM. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you below / at InstaMeet website.
  - ii. Guidelines for the registered speakers for speaking at the AGM through Link Intime India Private Limited's InstaMeet <<<https://instameet.linkintime.co.in>>>
    - a) For a smooth experience of viewing the AGM proceedings through LIPL's InstaMEET, shareholders/ members who are registered as speakers for the event i.e. AGM are requested to download and install the Webex Meetings application in advance. Please download and install the Webex Meetings application by clicking on the link <https://www.webex.com/downloads.html/>
- OR
- b) If you do not want to download and install the Webex Meetings application, you may join the meeting through InstaMEET and follow the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now
1(A)	If you have already installed the Webex Meetings application on your device, join the meeting by clicking on Join Now
1(B)	If Webex Meetings application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now by filling your first name, last name and email address.



- iii. The following URLs need to be white-listed in your own laptop, desktop, tablet, smartphone etc. on the AGM date:
- A. <https://camonview.com>
  - B. <https://instameet.linkintime.co.in>
- iv. Members are encouraged to join the Meeting through tablets/ laptops connected through broadband for better experience.
- v. Members are required to use internet with a good speed preferably 2 MBPS download stream to avoid any disturbance during the Meeting.
- vi. Any internet outage or fluctuation in connectivity at your site may have an adverse impact on the audio/ video quality during the meeting. LIPL or the Company shall not be responsible for the same.
- vii. In case the members have both the computer and telephone audio active or the speakers on members' computers or telephones are too close to each other or there are multiple computers with active audio in the same room, there will be instances of audio echo in the meeting.
- viii. In case two or more Members are joining the meeting through a Board Room/Common Location, proper arrangements of audio & video should be in place and Webex will be run on only one system.
- ix. Please note that Members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- x. Members are encouraged to speak in the Meeting after un-muting themselves once their turn arrives as per the name announcement. Once the member has finished communicating, he/she should mute themselves immediately. (Mute your device if you're not speaking. Your microphone can pick up a lot of background noise, so muting allows others to easily hear others)
- xi. In case the Members have any queries or issues regarding login/ e-voting, they can write an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on 022 - 49186175 / 49186000, the InstaMeet support desk.

By Order of the Board of Directors  
**For Lovable Lingerie Limited,**

Sd/-  
**L Vinay Reddy**  
Managing Director  
DIN: 00202619

Mumbai, August 10, 2021

**Registered Office:**

A-46, Street No.2, MIDC, Andheri (East), Mumbai 400 093.  
Corporate Identification Number (CIN): L17110MH1987PLC044835  
Tel: 91 22 2838 3581 Fax: 91 22 2838 3582  
E-mail: [corporate@lovableindia.in](mailto:corporate@lovableindia.in)  
Website: [www.lovableindia.in](http://www.lovableindia.in).

### PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

Pursuant to regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be appointed/ reappointed are given below:

<b>Particulars</b>	Taruna Reddy	Mohangandhi Muruganathaswamy	Anatharaman Mahadevan
<b>DIN</b>	02787135	07625896	00165226
<b>Date of Birth</b>	January 27, 1973	January 29, 1969	March 06, 1947
<b>Date of First Appointment on Board</b>	March 30, 2015	September 09, 2020	September 22, 2011
<b>Qualifications</b>	Diploma in Mass Communication	Bachelor of Technology (B.Tech - Textiles), Master of Science (M.S. – Textile Engineering and Management)	Master of Engineering (Mech.) in Machine Tool Design  Diploma in Industrial Management  Certificate Course in Social work MDP on Project Management Fellow  Member of Institute of Engineers
<b>Work Experience</b>	Ms. Taruna Reddy is a Director of the Company since March 30, 2015. She has attended various meetings of the Board and provided significant marketing inputs for the Company.	Mr. Mohangandhi Muruganathaswamy aged 51 years having more than 35 years of experience in various Textile industries. He is on the Board of Tamil Nadu Industries Captive Power Company Limited since 10th December, 2016, as a Whole Time Director.	Mr. Anantharaman Mahadevan is a Director of the Company since September 22, 2011. He has over 43 years' experience in all aspects of business / industry viz. development, production, marketing, finance, legal including association with Development Financial Institutions, Government Bodies, Public Sector Undertakings and so on. He is a trustee in Society for service to voluntary agencies and Minex Foundation.
<b>Directorships in other Companies</b>	1. Lovable Lifestyles Pvt. Ltd. 2. Aarthik No-middleman Online Welfare Foundation 3. Juvenca Online Private Limited 4. Federal Brands Limited 5. Kinect Omni Channel Private Limited 6. Tracking Fresh Foods Private Limited	1. Tamil Nadu Industries Captive Power Company Limited	1. Minex Metallurgical Company Ltd.





<b>Expertise in specific functional areas</b>	Advertising and Marketing services in creative and service profiles.	He has expertise in textile industry & Information Technology Industry.	Financial Restructuring, Productivity Improvement and Project Management
<b>Membership of Committees in other Public Limited Companies (includes only Audit &amp; Stakeholders' Relationship Committee)</b>	Nil	Nil	Nil
<b>No. of Shares Held in the Company as on 31st March 2021.</b>	3,40,398	Nil	Nil
<b>Relationship with Other Directors</b>	Wife of Mr. L Vinay Reddy, Managing Director	Nil	Nil



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

### **Item No. 4**

Mr. Mohangandhi Muruganathaswamy (DIN: 07625896) was appointed as an Additional Independent Director with effect from September 09, 2020 for the term of 5 years, in terms of Section 161(1) of the Companies Act, 2013 ("Act"), by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee. Pursuant to the provisions of the aforesaid Section of the Act to hold office up to the conclusion of this 34th Annual General Meeting.

Pursuant to Sections 149, 152 and Schedule IV of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Nomination and Remuneration Committee and the Board of Directors recommend to the members for his approval, the appointment of Mr. Mohangandhi Muruganathaswamy (DIN: 07625896) as Independent Director, for a term of 5 (five) years for him, commencing from the date of his appointment by the Board i.e. from September 9, 2020 up to September 9, 2025.

A brief profile of Mr. Mohangandhi Muruganathaswamy is given below:

Mr. Mohangandhi Muruganathaswamy aged 51 years is B. Tech – Textiles and Master of Science (M.S. – Textile Engineering and Management). He is having more than 35 years of experience in various Textile industries. He is on the Board of Tamil Nadu Industries Captive Power Company Limited since December 10, 2016, as a Whole Time Director.

Accordingly, the approval of members is being sought for appointment of Mr. Mohangandhi Muruganathaswamy (DIN: 07625896) as Independent Director, for a term of 5 (five) years i.e. from September 9, 2020 up to September 9, 2025, and during his tenure of appointment he shall not be liable to retire by rotation.

The Company has received declaration from Mr. Mohangandhi Muruganathaswamy (DIN: 07625896) stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfils the conditions specified in the said Act and the rules made thereunder for appointment as Independent Director of the Company.

The Company has also received notices pursuant to Section 160 of the Act from member of the Company proposing the candidature for appointment of Mr. Mohangandhi Muruganathaswamy (DIN: 07625896) as Independent Director of the Company.

Profile and other particulars of Mr. Mohangandhi Muruganathaswamy (DIN: 07625896), as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided under heading "Profile of Directors" forming part of this Notice.

Copy of letter of appointment of Mr. Mohangandhi Muruganathaswamy setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode.

The Board of Directors recommend the resolutions as set out in item no. 4 of this Notice for approval of the members as Ordinary Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Mohangandhi Muruganathaswamy (DIN: 07625896) and his relatives, for his respective resolutions relating to their appointment, are in any way concerned or interested in the resolution.

### **Item No. 5**

The Members of the Company on August 30, 2017 approved the appointment of Mr. Anantharaman Mahadevan (DIN 00165226) as an Independent Non-executive Director of the Company for a period of five years with effect from August 30,



2017. Mr. Anantharaman Mahadevan will complete his present term of office as an Independent Non-executive Director of the Company at 35th AGM to be held in 2022.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of Seventy-Five years. Mr. Anantharaman Mahadevan will attain the age of Seventy-Five years on March 6, 2022.

The Board at the meeting held on August 10, 2021, recommended for the approval of the Members, continuation of Mr. Anantharaman Mahadevan as an Independent Non-executive Director of the Company from the day he attains the age of Seventy-Five years i.e. March 6, 2022, till the completion of his present term i.e. up to conclusion of 35th AGM of the Company to be held in year 2022, on the existing terms and conditions.

Mr. Anantharaman Mahadevan and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

By Order of the Board of Directors  
For **Lovable Lingerie Limited**,

**L Vinay Reddy**  
Managing Director  
DIN: 00202619

Mumbai, August 10, 2021

**Registered Office:**

A-46, Street No.2, MIDC, Andheri (East), Mumbai 400 093.  
Corporate Identification Number (CIN): L17110MH1987PLC044835  
Tel: 91 22 2838 3581 Fax: 91 22 2838 3582  
E-mail : corporate@lovableindia.in Website: www.lovableindia.in