



Lovable Lingerie Limited

Corporate Identification No.(CIN): L17110MH1987PLC044835
Regd. 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 27th (Twenty Seventh) **ANNUAL GENERAL MEETING** of the Members of **LOVABLE LINGERIE LIMITED** will be held at All India Manufacturers Association Auditorium, AIPMA House, A-52, Road No.1, MIDC, Andheri (East), Mumbai – 400 093, on Thursday, the 25th September, 2014 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the company for the year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on the Equity Shares.
3. To appoint a Director in place of Mr. Ashok Reddy (DIN: 01679165), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. Appointment of Auditors

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, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, M/s. Vinodkumar Jain & Co., Chartered Accountants (Firm Registration No.111513W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of three (3) years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 30 (Thirtieth) AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses, etc., as may be mutually agreed between the Audit Committee/Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. Appointment of Mr. Gopal K. Sehgal as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Gopal K. Sehgal (DIN 00175975), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

6. Appointment of Mr. Sivabalan P. Pandian as an Independent Director

To consider and, if thought fit, to pass with or without modification (s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Sivabalan P. Pandian (DIN 01573458), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

7. Appointment of Mr. Anantharaman Mahadevan as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-

enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Anantharaman Mahadevan (DIN 00165226), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

8. Appointment of Mr. Dhanpat Kothari as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Dhanpat Kothari (DIN 03032242), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

NOTES:

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), in respect of the special business under Item No. 5 to 8 set out above and details under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A Proxy Form is annexed to this Report. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 23rd September, 2014 to Thursday, 25th September, 2014 (both days inclusive) in connection with the AGM and for the purpose of dividend. Dividend of Rs. 2.50 per share (i.e., at the rate of 25% on face value of Rs. 10/-) for the year ended 31st March, 2014 as recommended by the Board, if declared at the AGM, will be paid on or after 27th September, 2014 to those members whose names appear on the Register of Members on 22nd September 2014 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 22nd September 2014. In respect of shares held through the depositories, dividend will be paid on the aforesaid date to the beneficial owners of shares whose names appear at the close of business hours on 22nd September 2014, as per details furnished by the depositories for this purpose.
- d. As on 31st March, 2014, the Company has unclaimed dividend for the financial year ended 31st March 2011 and subsequent financial year(s). Shareholders who have not yet encashed their dividend warrant(s), are requested to make their claim to the Registrar and Transfer Agents of the Company. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, will be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. However, for the amount of dividend so transferred, no claims shall lie against the Company or the said IEPF.
- e. Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM. As a cost control measure, copies of the Annual Report will not be distributed at the Annual General Meeting.
- f. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participants.
- g. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, for assistance in this regard.
- h. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (“NECS”), Electronic Clearing Service (“ECS”), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, Link Intime India Private Limited (“LIPL”). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and LIPL to provide efficient and better Services. Members holding shares in physical form are requested to intimate such changes to LIPL.

- i. Payment of dividend through electronic mode (NECS) has the following advantages:
- Shareholder need not make frequent visits to his bank for depositing the physical warrants.
 - Prompt credit to the bank account of the shareholder through electronic clearing.
 - Fraudulent encashment of warrant is avoided.
 - Delay/loss in postal transit is avoided.

Reserve Bank of India has initiated Electronic Clearing Service ("ECS") for credit of dividend directly to the bank account of Members. We would also like to draw your attention to Circular no. CIR/MRD/DP/10/2013 dated 21st March 2013 issued by Securities and Exchange Board of India to all listed companies, depositories, etc. to update bank details of shareholders holding shares in demat mode and/or physical mode, to enable usage of electronic mode of remittance i.e. ECS, NEFT, etc. for distributing dividends and other cash benefits to the shareholders.

Members are requested to register their Bank Account Details (Core Banking Solutions enabled account number and 9 digit MICR code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Link Intime India Private Limited.

- j. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- k. Members holding shares in multiple folios in the same name or in the same order of names are requested to consolidate their holding into a single Folio.
- l. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, so that the information requested by them may be made available.
- m. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, 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 can now register the same by submitting a duly filled in 'E-Communication Registration Form'(annexed hereto), available on the website of the Company www.lovableindia.in or write to M/s. Link Intime India Private Limited / Investor Service Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
- n. Members may also note that the Notice of the Twenty Seventh AGM and the Annual Report 2013-14 will be available on the website of the Company www.lovableindia.in and website of CDSL www.cdslindia.com. Members who require communication in physical form in addition to e-communication, may write to us at : corporate@lovableindia.in.
- o. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
- p. All documents referred to in the notice will be available for inspection at the Registered Office of the Company during normal business hours on working days upto the date of the AGM.
- q. **Voting through electronic means(E-voting):**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement with Stock Exchanges, the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on "Shareholders" tab.
- iii) 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. (6 Digit Alpha-Numeric)
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used. In case you have forgotten your password then enter the User ID and the image verification code as displayed on the screen and click on Forgot Password & enter the details as prompted by the system.
- vi) 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"> • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Now, select the Electronic Voting Sequence Number –“EVSN” along with the “COMPANY NAME” i.e. LOVABLE LINGERIE LIMITED” from the drop down menu and click on “SUBMIT”
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to **https://www.evotingindia.co.in** and register themselves as Corporates. They should submit a scanned copy of the

Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(C) Other Instructions:

- i. The e-voting period commences on Wednesday September 17, 2014 (9.00 a.m IST) and ends on Friday September 19, 2014 (5.00 p.m IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** of Friday, 15th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- iii. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date August 15, 2014.
- iv. Mr. Dharmesh Zaveri, Practicing Company Secretary (Membership No. 5418), has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- v. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the at the Registered Office of the Company not later than Friday, 19th September 2014 (5.00 p.m. IST). For this purpose, a self-addressed prepaid envelope is also enclosed and postage will be paid by the Company, if posted in India.
- vii. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to corporate@lovableindia.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Friday, 19th September 2014 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
- viii. A Member can opt for only one mode of voting i.e either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- ix. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of e-Voting results and voting held at the AGM.
- x. The results shall be declared on or after the Annual General Meeting (AGM) of the Company.
- xi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lovableindia.in and on the website of CDSL www.cdslindia.com within two (2) days of the passing of the resolutions at the Twenty seventh AGM of the Company on September 25, 2014 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

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

Sd/-
Darsha Sanghvi
Company Secretary

Mumbai, 13th August 2014

Registered Office:

A-46, Street No.2,MIDC, Andheri (East),Mumbai 400 093

Tel: 91 22 2838 3581 Fax: 91 22 2838 3582

E-mail : corporate@lovableindia.in

Website: www.lovableindia.in

Corporate Identification Number (CIN): L17110MH1987PLC044835

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4:

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013

M/s. Vinodkumar Jain & Co., Chartered Accountants, are the existing statutory auditors of the Company. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an individual as auditor for more than one term of five consecutive years. Further, as per Companies (Audit and Auditor Rules) 2014, in case of an auditor (whether an individual or audit firm), the period for which the individual or the firm has held office as auditor prior to the commencement of the Act shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be.

In view of the above, M/s. Vinodkumar Jain & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 29th May 2014, proposed the appointment of M/s. Vinodkumar Jain & Co., Chartered Accountants, as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the Thirtieth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Item No. 5 to 8

Mr. Gopal K. Sehgal, Mr. Sivabalan P. Pandian, Mr. Anantharaman Mahadevan and Mr. Dhanpat Kothari (herein after collectively referred to as "Independent Directors of the Company") were appointed as Non-Executive Directors of the Company at various times and were considered as Independent Directors pursuant to Clause 49 of the Listing Agreement.

These Independent Directors will retire by rotation at the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Gopal K. Sehgal, Mr. Sivabalan P. Pandian, Mr. Anantharaman Mahadevan and Mr. Dhanpat Kothari, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint them as Independent Directors on the Board of the Company for a term of three consecutive years, commencing from 25th September, 2014 on the Board of a company and are not liable to retire by rotation.

The Company has also received declarations from the Independent Directors of the Company that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Gopal K. Sehgal, Mr. Sivabalan P. Pandian, Mr. Anantharaman Mahadevan and Mr. Dhanpat Kothari fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. They are independent of the management.

A brief profile of proposed Independent Directors, including nature of their expertise, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in Annexure I of the Notice.

The Independent Directors of the Company are interested in the resolutions set out respectively at Item Nos. 5 to 8 of the Notice with regard to their respective appointments. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5 to 8 of the Notice for approval by the shareholders.

The terms and conditions of appointment of Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

ANNEXURE I TO THE NOTICE

PROFILE OF DIRECTORS

and other Directorships

1. ASHOK REDDY (DIN: 01679165)

Mr. Ashok Reddy, 61, was inducted on the Company's Board in 1995.

Mr. Ashok Reddy is a B.Com (Hyderabad University)

He has headed North India Operations for Maxwell Industries for more than 15 years and has also been President of your Company.

Outside Directorship : Hype Integracomm Pvt. Ltd.,

2. GOPAL SEHJPAL (DIN: 00175975)

Mr. Gopal Sehjpal, 70, was inducted on the Company's Board in 2010. He is the Chairman of Shareholders Grievance Committee of the Company.

Mr. Sehjpal has done B.Com (Delhi University), MA (Philosophy) and Diploma Personnel Management. He is a Certified Management Consultants, Certified Quality Engineer, certified Lead Auditor. He holds a certificate in 6-Sigma Management (Government of India), QC from JMA Management Ventre, Inc., Japan.

He has worked as an Employee Relation Manager, General Manager – Business Unit with Kodak India.

He is currently a Freelance management Consultant and Trainer serving at Various Organisations in India, Bangladesh & Kenya.

Outside Directorship : Maxwell Industries Ltd., Oracle Management Services Pvt. Ltd.

Committee Membership : Investor Grievance Committee and Audit Committee (Chairman) of the Board of Maxwell Industries Ltd.

3. SIVABALAN P. PANDIAN (DIN: 01573458)

Mr. Sivabalan P. Pandian, 56, was inducted on the Company's Board in 2010. He is the Member of Shareholders Grievance Committee of the Company.

Mr. Pandian is a M.Sc (Tech).

He has worked as a Production Officer in Premier Mill (Tamil Nadu), as a Senior Assistant Bombay Dyeing Mfg. & Co. Ltd., as a Manager (Technical Services) in Mafatlal Industrial Ltd.

He is currently self employed at Pandian Consultants (Consultants Services to Textile & its related field)

Outside Directorship : Mudra Lifestyle Ltd.

4. ANANTHARAMAN MAHADEVAN (DIN: 00165226)

Mr. Anantharaman Mahadevan, 67, was inducted on the Company's Board in 2011.

He has done Master of Engineering (Mech) in Machine Tool Design, Post Graduate Diploma in Industrial Management (JBIMS), Certificate Course in Social Work, MDP on Project Management, Indian Institute of Management, Bangalore.

He is a Fellow member of The Institute of Engineers (INDIA).

He has over 40 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, Minex Foundation and Kumar Gandharva Foundation.

Outside Directorship : Minex Metallurgical Company Ltd., Mana Cable Management Systems Pvt. Ltd.

5. DHANPAT KOTHARI (DIN: 03032242)

Mr. Dhanpat Kothari, 45, was inducted on the Company's Board in 2010. He is the Chairman of Audit Committee of the Company.

Mr. Kothari has done Bachelor of Commerce (B.Com) and is a practicing Chartered Accountant (C.A.) since 1997.

His area of specialization is in Company Formation, Tax & Statutory Audit

Outside Directorship : Nil



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Email: corporate@lovableindia.in, Website: www.lovableindia.in

ATTENDANCE SLIP

(To be presented at the entrance)

27th ANNUAL GENERAL MEETING ON THURSDAY, 25th SEPTEMBER, 2014 AT 3.00 P.M.
at AIPMA Auditorium, Plot No.A-52, Road No. 1, MIDC, Andheri (East), Mumbai-400093.

Folio No. DP ID No.* Client ID No.*:.....

Name of the Member Signature.....

Address of the Member _____

No. of Shares held: _____

Name of the Proxyholder Signature

*Applicable for members holding shares in electronic form.

1. Only Member/ Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his/ her copy of the Annual Report for reference at the Meeting.



Lovable Lingerie Limited

Corporate Identification No.(CIN): L17110MH1987PLC044835
Regd. 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

FORM MGT – 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____ Folio No./DP ID and Client ID No.: _____

I/We, being the Member(s) of _____ Shares of the above named Company, hereby appoint

1. Name: _____ E-mail ID: _____

Address: _____

Signature _____

or failing him/her

2. Name: _____ E-mail ID: _____

Address: _____

Signature _____

as my/our proxy to attend and vote, in case of a poll, for me/us and on my / our behalf at the 27th Annual General Meeting of the Company, to be held on Thursday, the 25th day of September, 2014 at 3.00 p.m at the at AIPMA Auditorium, Plot No.A-52, Road No. 1, MIDC, Andheri (East), Mumbai-400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of the Audited Statement of Profit & Loss for the year ended 31st March 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. Declaration of dividend on the Equity Shares.
3. Re-appointment of Mr. Ashok Reddy as a Director.
4. Appointment of Auditors for a term of three years and fixing their remuneration.
5. Appointment of Mr. Gopal Sehgal as an Independent Director.
6. Appointment of Mr. Sivabalan Pandian as an Independent Director.
7. Appointment of Mr. Anantharaman Mahadevan as an Independent Director.
8. Appointment of Mr. Dhanpat Kothari as an Independent Director.

Affix 1
Rupee
Revenue
Stamp

Signed this..... day of2014.

Signature of shareholder _____ Signature of Proxyholder(s) _____

Notes:

1. A proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company, Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
2. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Lovable Lingerie Limited, A-46, Street No.2, MIDC, Andheri (East), Mumbai – 400 093 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.
3. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.



Lovable Lingerie Limited

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E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

You are aware that the provisions of companies act, 2013 have been made effective. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, companies can serve annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with Depository.

It is a welcome move for the society at large, as this will reduce paper consumption to a great and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of Lovable Lingerie to contribution to the cause of green Initiative.

We therefore invite all our shareholders to contribute to the cause by filing up the form given below to receive communication from the Company in electronic mode you can also download the appended registration form the website of the Company www.lovableindia.in

Let's be a part of this 'Green Initiative'!

Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.

Best Regards,

Sd/-
Darsha Sanghvi
Company Secretary

E-COMMUNICATION REGISTRATION FORM

Folio No./DP ID and Client ID:.....

Name of the 1st Registered Holder:.....

Name of the Joint Holder[s]:.....

Registered Address:.....

E-mail ID [to be registered]:.....

I/ We shareholder[s] of Lovable Lingerie Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail ID in your records for sending communication in electronic form.

Date:.....

Signature:.....

Note: Shareholder[s] are requested to keep the Company informed as and when there is any change in the e-mail address.