



# LOVABLE LINGERIE LIMITED

CIN: L17110MH1987PLC044835

Regd. Office: A-46, Road No. 2, MIDC, Andheri (East), Mumbai-400093.

Ph.No. +91-022-28383581 Fax No. +022-91283835582

E-mail: [corporate@lovableindia.in](mailto:corporate@lovableindia.in) Website: [www.lovableindia.com](http://www.lovableindia.com)

## Postal Ballot Notice

*Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.*

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended ("the Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended ("the Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") for the following special resolutions:

S.No.	Particulars
1.	Appointment of Mr. Kangod Seetharamappa Kamalakara (DIN: 10464387) as an Independent Director

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rational thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot form. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant("DP").

The Board has appointed Mrs. Kavya Chandwani, (Membership No. ACS 56925) (CP No. 27142) Practicing Company Secretary, as the scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.



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In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations, and SS-2, the Company has provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the Link Intime India Pvt. Ltd. for facilitating e-voting.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Monday, April 01, 2024
Conclusion of e-voting period	5.00 p.m. IST on Tuesday, April 30, 2024
Cut-off date for eligibility to vote	Thursday, March 28, 2024

The e-voting facility will be disabled by **Link Intime India Pvt. Ltd.** immediately after 5.00 p.m. IST on Tuesday, April 30, 2024, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within 48 hours from the conclusion of the e-voting period i.e. on or before 5.00 PM IST on Thursday, 02nd May, 2024. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., Tuesday, April 30<sup>th</sup>, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

## Special Business:

**Appointment of Mr. Kangod Seetharamappa Kamalakara (DIN: 10464387) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time



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being in force), the provisions of the Article of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded, to appoint Mr. Kangod Seetharamappa Kamalakara (DIN: 10464387) who was appointed as an Additional Director (Non-Executive - Independent) on the Board of the Company w.e.f 5<sup>th</sup> February, 2024 upto 4<sup>th</sup> February, 2029 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 5<sup>th</sup> February, 2024 up to 4<sup>th</sup> February, 2029.

**“RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**Place:** Mumbai

**Date:** 27<sup>th</sup> March, 2024

**By order of the Board of Directors  
For Lovable Lingerie Limited**

Sd/-

**Registered Office:**

A-46, Street No.2, MIDC, Andheri (East),  
Mumbai, Maharashtra, 400093

**Lattupalli Vinay Reddy  
Chairman & Managing Director  
DIN No.:- 00202619**

## NOTES:

1. An Explanatory Statement setting out the material facts and the reason/rationale pursuant to Section 102 of the Act and the other applicable provisions of the Act, in respect of the proposed Special Resolution is annexed hereto. The approval of the Members of the Company is being sought through the remote e- voting facility only.
2. This postal ballot notice is being sent by e-mail to all the Members, whose names appear on the register of Members/list of beneficial owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Thursday, March 28, 2024 (the “Cut- Off Date”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's registrar and share transfer agent, Link Intime India Private Limited (“RTA”).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cut-Off Date. Any recipient of the postal ballot notice who was not a Member of the Company as on the Cut-Off Date should treat this postal ballot notice for information purpose only.
4. The Members are requested to read carefully the instructions and complete the remote e-voting on or before 5.00 p.m. on Tuesday, 30<sup>th</sup> April 2024.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI Listing Regulations, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the depository participant(s) or the Company. We request the Members to register / update their e-mail address with their Depository Participant in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their email address registered with the Registrar and Share Transfer Agents.
6. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper (in vernacular language).
7. The Board of Directors of the Company (the “Board”) vide resolution adopted at their Meeting held on 27<sup>th</sup> March, 2024, has appointed Mrs. Kavya Chandwani, Practicing Company Secretary (FCS: 56925; CP No.: 27142), as the Scrutinizer for conducting the Postal Ballot by way of E-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by the Chairman. The results of Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting and the results along with the Scrutinizer's report, will be communicated to the stock exchanges, Company's RTA, NSDL/CDSL and will also be displayed on the Company's website [www.lovableindia.in](http://www.lovableindia.in).
8. Relevant document(s) referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by sending E-mail to Company on [corporate@lovableindia.in](mailto:corporate@lovableindia.in) up to the last date



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of e-voting i.e. Tuesday 30<sup>th</sup> April, 2024. The results of the postal ballot will be placed on the Company's [www.lovableindia.in](http://www.lovableindia.in) and will also be intimated to the Stock Exchanges where the shares of the Company are listed i.e. BSE and NSE, in accordance with the provisions of SEBI Listing Regulations.

### 9. E-voting:

- In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- The e-voting period commences from Monday 01<sup>st</sup> April, 2024 (09.00 a.m. IST) and ends on Tuesday, 30<sup>th</sup> April, 2024 (5.00 p.m. IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. Thursday, 28<sup>th</sup> March, 2024.
- Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. Thursday, 28<sup>th</sup> March, 2024, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the e-voting.

Instructions and other information relating to remote e-voting is provided under the section "Electronic Voting Particulars".

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING (ELECTRONIC VOTING PARTICULARS):

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



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## I. Login method for Individual shareholders holding securities in demat mode is given below:

### 1. Individual Shareholders holding securities in demat mode with NSDL:

#### i. METHOD 1 - If registered with NSDL IDeAS facility

##### Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

##### User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### ii. METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### 2. Individual Shareholders holding securities in demat mode with CDSL:

#### i. METHOD 1 – If registered with CDSL Easi/Easiest facility



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### Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

### Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### ii. METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## II. Individual Shareholders holding securities in demat mode with Depository Participant:

1. Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website



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- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

### 2. Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*





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► Set the password of your choice (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).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

### Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

### III. Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

#### i. STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### ii. STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.



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- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

### iii. STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### i. METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR



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### ii. METHOD 2 - VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk:

#### **Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any 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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any 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 toll free no. 1800 22 55 33

### **Forgot Password:**

#### **Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or



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Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**



## LOVABLE LINGERIE LIMITED

**CIN: L17110MH1987PLC044835**

**Regd. Office:** A-46, Road No. 2, MIDC, Andheri (East), Mumbai-400093.

**Ph.No.** +91-022-28383581 **Fax No.** +022-91283835582

**E-mail:** [corporate@lovableindia.in](mailto:corporate@lovableindia.in) **Website:** [www.lovableindia.com](http://www.lovableindia.com)

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



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### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013**

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at their Meeting held on 5<sup>th</sup> February, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Kangod Seetharamappa Kamalakara (DIN: 10464387), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from 5<sup>th</sup> February, 2024 for a term of five consecutive years i.e. upto 4<sup>th</sup> February, 2029 (both days inclusive) under Sections 149, 150 and 152 of the Companies Act, 2013, and rules made therein and Articles of Association of the Company, subject to the approval of the shareholders through special resolution.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Kangod Seetharamappa Kamalakara shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Kamalakara is eligible to be appointed as an Independent Director for a term of upto five consecutive years.

The Company has received:

- Consent in writing from Mr. Kamalakara to act as a Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules').
- Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Kamalakara to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.
- A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 of the Act and under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- Notice under Section 160 of the Act from the Member of the Company, proposing his candidature as an Independent Director of the Company.



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- Further, has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

### **Brief profile of Mr. Kangod Seetharamappa Kamalakara (DIN: 10464387) is given herein below:**

Mr. Kamalakara is Fellow Member of Institute of Cost Accountant of India and post-graduation in Commerce from Bangalore University.

He started his career with a reputed industrial house in Bangalore. After over 3 years of employment he established a Cost Accountant firm K.S.KAMALAKARA & CO in the year 1992 .This firm has 4 cost accountants as a partner . This firm is leading cost accountants firm in Karnataka.

He started his professional career with indirect taxation in the year 1990, Gradually he expanded his knowledge base into FEMA, Exim, Industrial Policy and Corporate management. Currently he is one of the leading Cost Accountants in Bangalore practicing in the area Central Excise, Service Tax, KVAT, Exim Policy & FEMA matters, setting up of SEZ & EOU units and related matters. He represents the clients before adjudicating authorities of both Central & State governments.

He is the founder partner of the firm M/s. K.S. Kamalakara & Co. Cost Accounts, which has partners and over 30 staff. Over the years he has trained several persons in the areas of accounting, indirect taxes, Exim & FEMA related matters. 10 cost accountants who got trained under him started their own practice.

He was a member of the Taxation Committee of FKCCI and it is proud to note that he is the person who has given the brand name 'Sumoulya' to Value Added Tax. He has conducted workshops/seminars in the area of Indirect Taxes, Industrial Policy and corporate governance in the institute of Cost Accountant and Trade Bodies.

Other relevant information of Mr. Kamalakara as required under SEBI(LODR) Regulations, 2015 and SS-2 are provided as annexure.



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A copy of the draft letter for the appointment of Mr. Kamalakara as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Monday, 05<sup>th</sup> February, 2024.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Tuesday, 30 April, 2024.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Kamalakara as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives are interested in or concerned with the resolution.

The Board recommends passing of the proposed Special resolution contained in Special Business 1 of the accompanying Notice for the approval of the members.

**Place:** Mumbai

**Date:** 27<sup>th</sup> March, 2024

**By order of the Board of Directors  
For Lovable Lingerie Limited**

Sd/-

**Registered Office:**

A-46, Street No.2, MIDC, Andheri (East),  
Mumbai, Maharashtra, 400093

**Lattupalli Vinay Reddy  
Chairman & Managing Director  
DIN No.: - 00202619**





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### Annexure

**Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards**

Age	61
DIN	10464387
Nature of expertise in specific functional areas	Accounting & Taxation, KVAT, Exim Policy & FEMA
Inter-se relationships with directors and key managerial personnel	NA
Shareholding in the Company	Nil
Key terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto
Listed companies (other than Lovable Lingerie Limited) in which Mr. Kamalakara holds Directorship and Committee Membership	Nil
Remuneration proposed to be paid	Sitting fees within the limit prescribed as per Companies Act, 2013
Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	It is proposed to appoint Mr. Kamalakara as Director for her first term on the Board and hence, these details are not applicable.
Membership in the Board committees (other than Lovable Lingerie Limited)	Nil
Listed Entities from which Mr. Kamalakara has resigned as Director in past 3 years	Nil
Skills and capabilities required for the role and the manner in which Mr. Kamalakara meets such requirements	Please refer to the explanatory statement