



# ANNUAL REPORT | 2019



AAGATHA GOMES FIGUEIROA :ARTIST  
CERTIFIED YOGA TEACHER :STATUS  
BRAZIL :NATIONALITY  
{NAMASTE PANTS + VITALITY BRA} :SPORTING



SPORTS BRAS . ACTIVE TOPS . SPORTS BOTTOMS

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**Annual General Meeting**  
26<sup>th</sup> September, 2019



### Venue

CTC Banquets, Citi Point Rajarshi Shahu Maharaj Road,  
Telli Galli, Andheri (E), Mumbai- 400069



**Time**  
03:00 P.M.



### Book Closure Dates

22<sup>nd</sup> September 2019 to 25<sup>th</sup> September, 2019

# BOARD OF DIRECTORS

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**L Vinay Reddy**  
Chairman  
& Managing Director



**Gopal G. Sehgal**  
Independent Director



**Mr. Sivabalan P. Pandian**  
Independent Director



**Anantharaman Mahadevan**  
Independent Director



**Taruna Reddy**  
Non- Executive Director

**Lovable Lingerie Limited**

# CORPORATE INFORMATION

## BOARD COMMITTEES

### AUDIT COMMITTEES

L Vinay Reddy  
Gopal Sehjpal  
Sivabalan Pandian  
Anantharaman Mahadevan

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Sivabalan Pandian  
L Vinay Reddy  
Gopal Sehjpal

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Anantharaman Mahadevan  
L Vinay Reddy  
Gopal Sehjpal

### NOMINATION & REMUNERATION COMMITTEE

Gopal Sehjpal  
L Vinay Reddy  
Sivabalan Pandian

### CHIEF FINANCIAL OFFICER

R. Govindarajan

### COMPANY SECRETARY & COMPLIANCE OFFICER

Divya Shrimali

### REGISTERED OFFICE

A-46, Road No.2, MIDC, Andheri (East), Mumbai – 400093  
Phone No: 022-28383581, Fax : 02228383582  
CIN:L17110MH1987PLC044835  
Email :corporate@lovableindia.in, Website: www.lovableindia.in

### AUDITORS

DMKH & Co.  
Chartered Accountants

### REGISTRARS & TRANSFER AGENT

Link Intime India Pvt Ltd C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai 400 083  
Tel No: +91 22 49186000 , Fax: +91 22 49186060  
Email: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in

### FACTORIES

Plot No. 9 & 10, John Avenue Pvt. Road, Manipal  
County Cross, Off Hosur Road, Singasandra, Bengaluru – 560 068

46/2, Guruprasanna Industrial Area, Doddakallasandra, Konanakunte cross,  
Kanakapura Road, Bengaluru– 560 062. (Daisy Dee factory)

Attayampalayam Village, Gangapuram Post, Near Texvalley,  
Chithode Via, Erode District. - 638102.

Dag no. -877, off K.P. Patta no.81,  
Village- NizSindurighopaKamrup, Assam- 781101

### BANKERS

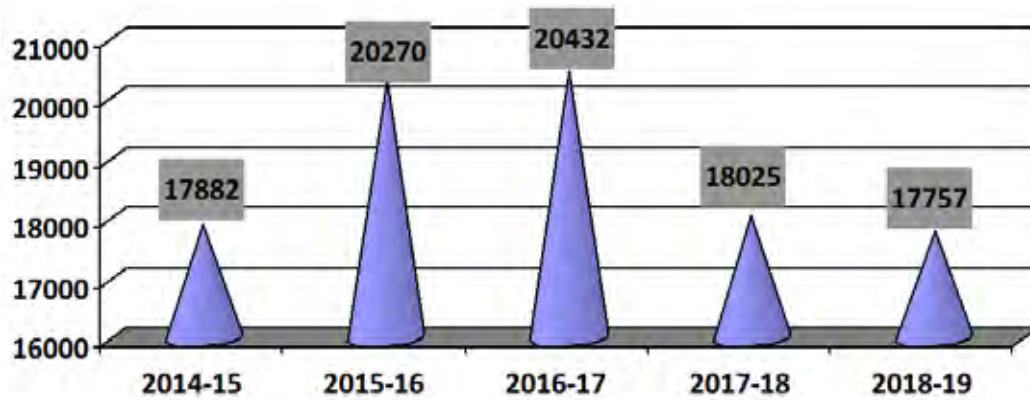
YES BANK LIMITED



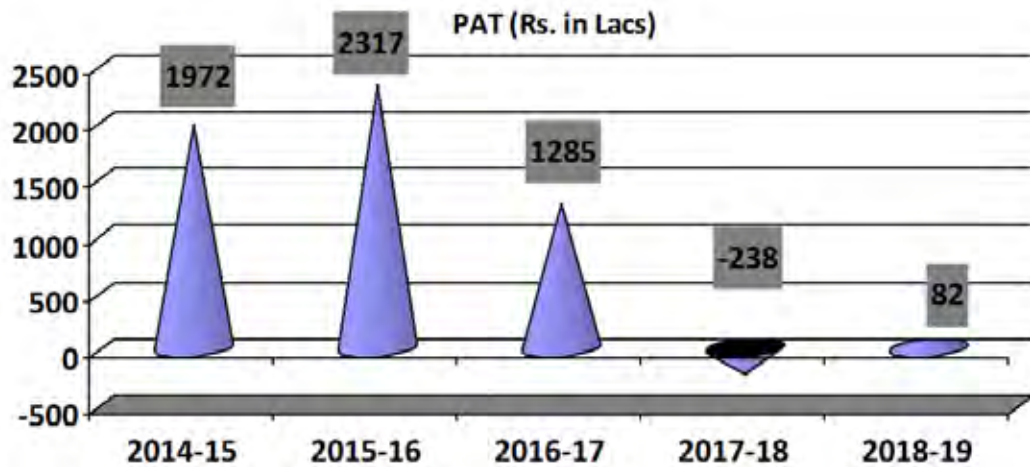
## FINANCIAL SNAPSHOTS

Particulars	2018-19 (As per Ind-AS)	2017-18 (As per Ind-AS)	2016-17 (As per Ind-AS)	2015-16	2014-15
<b>FINANCIAL POSITION:</b>					
Net Fixed Assets	2473	2612	4914	4768	3968
Investments	6078	4420	9265	7075	7458
Current Assets, Loans & Advances	10903	10360	11879	11373	10835
Deferred Tax Assets	-	-	-	-	-
Other Non-Current Assets	780	1670	247	185	192
<b>Total Assets</b>	<b>20234</b>	<b>19063</b>	<b>26305</b>	<b>23401</b>	<b>22453</b>
Long Term loans	-	-	-	221	443
Long Term Provisions	161	31	100	108	102
Current Liabilities & Provisions	2657	1680	3225	2145	3080
Deferred Tax Liabilities	870	820	760	401	318
<b>Total Liabilities</b>	<b>3688</b>	<b>2531</b>	<b>4086</b>	<b>2876</b>	<b>3943</b>
<b>Net Worth</b>	<b>16546</b>	<b>16532</b>	<b>22220</b>	<b>20525</b>	<b>18510</b>
<b>Represented by:</b>					
Share capital	1480	1480	1680	1680	1680
Reserves and Surplus	15066	15052	20540	18845	16830
Less: Misc. Expenditure not w/o	-	-	-	-	-
	<b>16546</b>	<b>16532</b>	<b>22220</b>	<b>20525</b>	<b>18510</b>
<b>OPERATING PERFORMANCE:</b>					
Total Income	17757	18025	20432	20270	17882
Excess Provision for Gratuity	-	-	-	-	-
Total Operating Expenditure	16842	16676	17820	16614	14828
Deferred Expenses			-	-	-
<b>Earnings Before Interest and Depreciation</b>	<b>915</b>	<b>1349</b>	<b>2612</b>	<b>3656</b>	<b>3054</b>
Interest	7	100	92	139	111
Depreciation	169	343	340	280	249
Extra-Ordinary Items	416	1403	398	-	-
<b>Profit Before Tax</b>	<b>323</b>	<b>-496</b>	<b>1782</b>	<b>3237</b>	<b>2694</b>
Taxation	241	-258	496	920	722
<b>Profit After Tax</b>	<b>82</b>	<b>-238</b>	<b>1285</b>	<b>2317</b>	<b>1972</b>
Number of Equity Shares	14800000	14800000	16800000	16800000	16800000
Face Value of Share (Rs.)	10	10	10	10	10
Earnings Per Share (Rs.)	0.06	-0.16	0.76	13.79	11.74

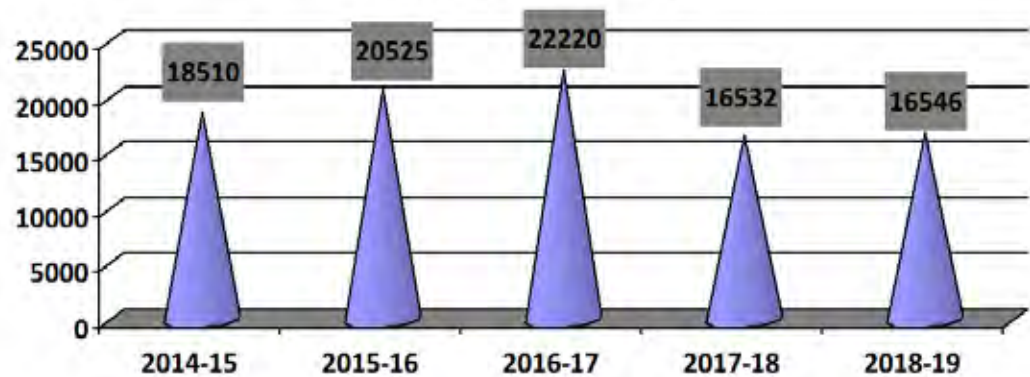
### Total Income (Rs. in Lacs)



### PAT (Rs. in Lacs)



### Net Worth (Rs. in Lacs)



## 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 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of **Lovable Lingerie Limited (“Company”)** will be held on Thursday, 26<sup>th</sup> September 2019 at 03:00 P.M. at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400 069, to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019 and the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2019.
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. To approve the Related Party Transaction:

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, if any and on the basis of recommendations of the Audit Committee and Board of Directors and subject to such other regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company (“the Board”), the members of the Company do hereby accord their approval/confirmation for the contract(s)/transaction(s) as entered/ to be entered into, in one or multiple tranches, as reproduced herein below, with an authority to the Board of Directors (which expression shall include the Audit Committee) to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit:

S. No.	Name of Related Party	Nature of Transaction	Maximum Amount of transaction
1	Federal Brands limited	Sale of goods	35 crore
2.	Federal Brands limited	Purchase of goods	35 crore
3.	Juvenca Online Private Limited	Sale of goods	50 lakhs
4.	Juvenca Online Private Limited	Purchase of goods	50 lakhs
5.	Microtex Clothing Private Limited	Sale of goods	50 lakhs
6.	Microtex Clothing Private Limited	Purchase of goods	50 lakhs

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to resolve and settle all questions, difficulties or doubts that may arise with regard to such payment and to finalize and



execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution within the aforesaid limits.”

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

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

**Mumbai, 10<sup>th</sup> August 2019**

**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)

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Special Business(es) at Sr. 4 to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Director is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A Proxy Form is annexed to this Report. Proxies, in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
4. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty (50) members holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
5. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. 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. The Members please note that the copies of the Annual Report will not be distributed at the Annual General Meeting.

7. 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 Participant(s).
8. In case of joint holders attending the meeting, 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.
9. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for a physical 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 email address with the Company or Depository Participant(s). The members will be entitled to a physical copy of the annual report for the financial year 2018-19, free of cost, upon sending a request to the Company Secretary at A-46, Road No.2, MIDC, Andheri (E), Mumbai- 400 093; email: [corporate@lovableindia.in](mailto:corporate@lovableindia.in).
10. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with LIPL / Depository Participant(s).
11. Members may also note that the Notice of the 32<sup>nd</sup> AGM and the Annual Report 2018-19 will be available on the website of the Company [www.lovableindia.in](http://www.lovableindia.in) and website of CDSL [www.cdslindia.com](http://www.cdslindia.com). Members who require communication in physical form in addition to e-communication, may write to us at: [corporate@lovableindia.in](mailto:corporate@lovableindia.in).
12. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. 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 at the AGM.
13. Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, so as to enable the management to keep the information ready.
14. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

As on March 31, 2019, the Company has unclaimed dividend for the financial year ended 31<sup>st</sup> March 2012 and subsequent financial year(s). Shareholders who have not yet encashed their dividend warrant(s) pertaining to the Dividends for the financial year 2011-12 onwards for the Company, are requested to make their claims without any delay to the Registrar and Transfer Agents of the Company.

Pursuant to Section 124(5) of Companies Act, 2013 and Section 205A(5) and Section 205C 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. It shall be noted that once the dividend is transferred to the IEPF as above, no claim shall lie with the Company in respect of such amount.

Members are requested to contact M/s. Link Intime India Private Limited / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Centre' page on the website of the Company [www.lovableindia.in](http://www.lovableindia.in).

15. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited.

16. All documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection by the members at the Registered Office of the Company during normal business hours on all working days, except Saturdays, Sundays and public holidays between 11.00 a.m. to 5.00 p.m. up to the date of the Annual General Meeting.
17. 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 long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, 22<sup>nd</sup> September 2019 to Wednesday, 25<sup>th</sup> September, 2019 (both days inclusive) for the purpose of the Thirty Second Annual General Meeting of the Company.
19. Voting through electronic means (Remote E-voting):
  - i. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
  - ii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, September 19, 2019, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
  - iii. Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
  - iv. The instructions for shareholders voting electronically are as under:
    - a) The remote e-voting period commences on Sunday, September 22, 2019 (9.00 a.m. IST) and ends on Wednesday, September 25, 2019 (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 Thursday, September 19, 2019 are entitled to vote electronically on the Resolutions set forth in this Notice. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or caste vote again.
    - b) The Shareholder should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
    - c) Click on Shareholders/Members
    - d) 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.
    - e) Next enter the Image Verification as displayed and Click on Login.
    - f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence number provided on the address label.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d)</li> </ul>

h) After entering these details appropriately, click on “SUBMIT” tab.

i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system, Members holding shares in physical form will then directly reach the Company selection screen.

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

k) Click on the Electronic Voting Sequence Number (EVSN) of LOVABLE LINGERIE LIMITED

l) 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.

m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

n) 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.

o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

q) If a 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.

v. M-Voting:

Shareholders can also cast their voting using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



- vi. Note for Non- Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. Other than individuals, HUF and NRI etc.) and Custodian are required to log on <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details by custodian a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. In case of Non-Individual Shareholders, admin user also would be able to link the accounts(s).
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution/ 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 vote.
- vii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), or call 1800225533.
- viii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- ix. In case of members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Meeting will order a poll on his own motion for all businesses specified in the accompanying Notice.
- Ballot papers will be distributed at the meeting to enable such shareholders to cast their vote. For clarity, please note that the members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off/ record date i.e. September 19, 2019.
- x. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, should follow the same procedure for e-Voting as mentioned above.
- xi. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xiii. The Company has appointed M/s. D.M, Zaveri & Co., Practising Company Secretaries, to act as the Scrutinizer to scrutinize the entire e-voting process (including the ballot cast by the Members at the AGM) in a fair and transparent manner.
- xiv. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- xv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forth with to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- xvi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.lovableindia.in](http://www.lovableindia.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- xvii. Members have the option to request for physical copy of the Assent/Dissent Form by sending an email to [corporate@lovableindia.in](mailto:corporate@lovableindia.in) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent/Dissent Form should reach the Registered Office of the Company not later than Wednesday, September 25, 2019 (5:00 PM IST)
- xviii. The Resolution shall be deemed to be passed on the date of AGM i.e. September 26, 2019 subject to receipt of sufficient votes.

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

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

**Mumbai, 10<sup>th</sup> August, 2019**

**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 DIRECTOR 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:

Particulars	Taruna Reddy
DIN	02787135
Date of Birth	January 27, 1973
Date of First Appointment on Board	March 30, 2015
Qualifications	Diploma in Mass Communication
Work Experience	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.
Directorships in other Companies	1. Lovable Lifestyles Pvt. Ltd. 2. Aarthik No-middleman Online Welfare Foundation 3. Juvenca Online Private Limited 4. Federal Brands Limited
Expertise in specific functional areas	Advertising and Marketing services in creative and service profiles.
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders' Relationship Committee)	Nil
No. of Shares Held in the Company as on 31 <sup>st</sup> March 2019.	3,40,398
Relationship with Other Directors	Wife of L Vinay Reddy

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

#### Item No. 4

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, all material related party transactions, that is to say, transactions by a listed entity with a related party if entered individually or taken together with previous transactions during a financial year, exceeding 10 per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall require approval of the members by an ordinary resolution. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of SEBI (LODR). All the transactions/ proposed transactions entered/to be entered were/are in ordinary course of business and at arm's length basis. Although the transactions in ordinary course of business and at arm's length basis, the following disclosures are given for the information of members:

Sr. No.	Particulars	Related Party 1	Related Party 2	Related Party 3
1	Name of Related Party	Federal Brands Limited	Juvenca Online Private Limited	Microtex Clothing Private Limited
2	Name of the Director or Key Managerial Personnel who is related, if any	Mr. L Vinay Reddy and Mrs. Taruna Reddy	Mr. L Vinay Reddy and Mrs. Taruna Reddy	Mr. L Vinay Reddy and Mrs. Taruna Reddy

Sr. No.	Particulars	Related Party 1	Related Party 2	Related Party 3
3	Nature of relationship	A public company in which Mr. L Vinay Reddy and Mrs. Taruna Reddy are Director and holds along with their relatives, more than two per cent of its paid-up share capital.	A private company in which Mr. L Vinay Reddy and Mrs. Taruna Reddy are Directors and Members.	A private company in which (a) Mr. L Vinay Reddy is a Director and (b) relative of Mrs. Taruna Reddy is Director.
4	Nature, material terms and particulars of the arrangement	<p>Sale and purchase of goods in the ordinary course of business and at arm's length basis.</p> <p>The approval of members is seeking for transaction entered/to be entered The approval of members is seeking for transaction entered/to be entered .</p> <p>(a) Sale of goods – Up to ₹ 35 Cr per annum; (b) Purchase of goods –up to ₹ 35 Cr per annum. Sale and purchase of goods in the ordinary course of business and at arm's length basis.</p>	<p>The approval of members is seeking for transaction entered/to be entered .</p> <p>(a) Sale of goods – Up to ₹ 50 Lakhs per annum; (b) Purchase of goods – up to ₹ 50 Lakhs per annum. Sale and purchase of goods in the ordinary course of business and at arm's length basis.</p>	<p>The approval of members is seeking for transaction entered/to be entered .</p> <p>(a) Sale of goods – Up to ₹ 50 Lakhs per annum; (b) Purchase of goods – up to ₹ 50 Lakhs per annum.</p>
5	Any other information relevant or important for the Members to make a decision on the proposed transaction	Nil	Nil	Nil

Mr. L Vinay Reddy and Mrs. Taruna Reddy, Directors of the Company and their relatives are deemed to be concerned / interested in the transaction entered/to be entered between the Company and aforementioned related parties.

Except as stated above, none of the other directors, key managerial persons or their relatives are interested or concerned in the resolution except to the extent of their shareholding.

The Board of Directors recommend the ordinary resolution at Item No.4 for the approval of members of the Company

**Mumbai, 10<sup>th</sup> August, 2019**

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

**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)

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



## DIRECTORS' REPORT And Management Discussion and Analysis

To,  
The Members,

Your Company's Directors are pleased to present the 32<sup>nd</sup> Annual Report of the Company, along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2019.

### FINANCIAL SUMMARY

(₹ in Lakhs)

Particulars	2018-19	2017-18
Revenue from operations	17,550.54	17,590.69
Operating Expenditure	16,842.23	16,675.53
<b>Profit Before Interest, Tax &amp; Depreciation</b>	<b>708.31</b>	<b>915.15</b>
Other Income (net)	206.05	433.83
Finance Costs	7.23	100.23
<b>Profit before Tax and Depreciation</b>	<b>907.14</b>	<b>1,248.75</b>
Depreciation and amortization expense	168.63	342.51
<b>Profit before Extra-Ordinary Item</b>	<b>738.51</b>	<b>906.24</b>
Extra-Ordinary Item	415.92	1,402.59
<b>Profit before Tax (PBT)</b>	<b>322.59</b>	<b>(496.35)</b>
Provision for Taxation	241.05	(258.30)
Profit for the year (PAT)	81.55	(238.05)
Surplus brought forward from previous year	9,029.44	9,671.69
<b>Amount available for appropriation</b>	<b>9,044.07</b>	<b>9,029.44</b>
Appropriations:		
Transferred to General Reserve	-	-
Interim Dividend (excluding tax)	-	-
Tax on Interim Dividend	-	-
Proposed Dividend on Equity Share Capital	-	-
Corporate Dividend Tax on Proposed Dividend	-	-
Adj for Depreciation of prior years pursuant to change in useful life	-	-
Balance Carried to Balance Sheet	9,044.07	9,029.44
EPS Basic & Diluted- Before Extraordinary Items (in ₹)	3.36	7.87
EPS Basic & Diluted- After Extraordinary Items (in ₹)	0.55	(1.61)

### OPERATIONS

For the financial year 2018-19, the Company recorded a net turnover of ₹ 17,550.54 lakhs as against ₹ 17,590.69 lakhs for the financial year 2017-18, registering a decrease of 0.23%. The Net Profit Before Tax stood at ₹ 322.59 lakhs as against ₹ (496.35) lakhs over last year and Profit After Tax stood at ₹ 81.55 lakhs for the year as against ₹ (238.05) in the last year.

## SEGMENT-WISE RESULTS

The Company is engaged in the business of manufacturing garments. Therefore, there is no separate reportable segment.

## DIVIDEND

The Board of Directors have recommended a final dividend of 5% on Equity Shares i.e. 0.50 per Equity Share of ₹ 10 each for the financial year ended on 31<sup>st</sup> March, 2019. The final dividend if approved at the forthcoming Annual General Meeting (AGM) will be paid out of the profits of the Company and the same will be paid to those members whose names shall appear on the Company's Register of Members as on the Record date and/or the Book Closure date as determined by the Board of Directors. This Dividend of ₹ 74.00 Lakhs along with dividend distribution tax of ₹ 15.06 Lakhs will absorb ₹ 89.06 Lakhs.

## SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANY

Your Company does not have any subsidiary, joint venture or associate Company.

## MATERIAL CHANGES AND COMMITMENT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

## EXTRACT OF ANNUAL RETURN

The extract of Annual Return as provided under sub-section (3) of section 92 of the Companies Act, 2013 ('the Act') read along with Rule 12 of the Companies (Management and administration) Rules, 2014 in prescribed form MGT-9 is enclosed as "**Annexure A**" to this report and the same has been disclosed on the company's website and is accessible on [http://lovableindia.in/index.php?route=information/information&information\\_id=17](http://lovableindia.in/index.php?route=information/information&information_id=17)

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mrs. Taruna Reddy (DIN: 02787135) will retire by rotation at the ensuing Annual General Meeting ('AGM') and is eligible for re-appointment. The Board of Directors recommends the re-appointment of Mrs. Taruna Reddy as a Non-executive Director of the Company.

Mr. L Jaipal Reddy, Whole-Time Director of the Company has been demised on 3<sup>rd</sup> September, 2018.

In terms of Section 203 of the Act, the Board has designated the following persons as Key Managerial Personnel of your Company:

- Mr. L Vinay Reddy, Chairman & Managing Director
- Mr. Raghunathan Govindarajan, Chief Financial Officer
- Ms. Divya Shrimali, Company Secretary & Compliance Officer

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

For the purpose of selection of any Director, the Nomination and Remuneration Committee identifies the person of integrity who possess relevant expertise, experience and leadership qualities required for the position and also takes into consideration recommendation, if any, receives from any members of the Board. The Committee also ensures that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 ("Listing Regulation, 2015").

### **COMMITTEES OF THE BOARD OF DIRECTORS**

The Company has constituted the following committees in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:

1. Audit Committee,
2. Nomination and Remuneration Committee,
3. Stakeholders Relationship Committee, and
4. Corporate Social Responsibility Committee.

The Board has accepted all the recommendations of the above committee. The brief description, composition and other required details of the above committees are provided in Corporate Governance Section to this Annual Report.

### **FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations"), the Company has put in place a Familiarization Programme for the Independent & Non-Executive Directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc. The details of such programme is available on the website of the company [www.lovableindia.in](http://www.lovableindia.in) and may be accessed through the web link [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69).

### **NUMBER OF MEETINGS OF THE BOARD**

The Board of Directors met 4 (Four) times during the year on 28<sup>th</sup> May, 2018; 7<sup>th</sup> August, 2018; 13<sup>th</sup> November, 2018; and 12<sup>th</sup> February, 2019. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report. The intervening gaps between the meetings were within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations.

### **SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### **EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

The Board of Directors have carried out an annual evaluation of its own performance, its various committees and individual directors pursuant to the provisions of the Companies Act 2013, the Corporate Governance requirements as prescribed under regulation 17(10), 25(4) and other applicable provisions of the SEBI (LODR) Regulations and the Guidance note issued by SEBI.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of the executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of independent directors, at which the performance of the Board, its committee and individual Directors was also discussed.

### **PARTICULARS OF LOANS, GUARANTEE AND INVESTMENTS**

The Company has not made any loans, guarantees or investments during the year under review, pursuant to the provisions of Section 186 of the Companies Act, 2013.

### **RISK MANAGEMENT**

Your Company has an elaborate Risk Management procedure. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Audit Committee reviews the status of key risks and steps taken by the Company to mitigate such risks at regular intervals.

### **RELATED PARTY TRANSACTIONS**

In line with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, your Company has formulated a Policy on Related Party Transactions which is available on Company's website; web link at [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is enclosed.

### **WHISTLE BLOWER MECHANISM / VIGIL MECHANISM**

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behaviour in all its operations, the company has formulated a Vigil Mechanism in addition to the existing code of conduct that governs the actions of its employees. This Whistleblower policy aspires to encourage all employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviours or practices) that affect Company's interest / image. A copy of the Policy is available on the website of the Company and may be accessed through the web link [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69).

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place a new act, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9<sup>th</sup> December, 2013.

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, to provide protection to women (including outsiders) at the workplace and for prevention and redressal of complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee to consider and to redress complaints of sexual harassment. The Committee has not received any complaint of sexual harassment during the year under review.



## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

In accordance with the requirements of Section 135 of Companies Act, 2013, your Company has constituted a Corporate Social Responsibility Committee. The composition, terms of reference and other relevant details of the Corporate Social Responsibility Committee is provided in the Corporate Governance Report.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities and expenditure incurred thereon during the year are set out in “**Annexure B**” of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company; weblink [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69).

## **PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as “**Annexure C**” to this Report.

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable, since during the year under review none of the employees of the Company was in receipt of remuneration in excess of the limits specified, whether employed for the whole year or part thereof.

## **DIRECTORS RESPONSIBILITY STATEMENT**

The Board of Directors of the Company confirms that:

- in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2019, the applicable accounting standards have been followed and that no material departures have been made from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

## **DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013. Accordingly, no disclosure or reporting is required in respect of details relating to deposits covered under this Chapter.

## **LISTING**

Your Company’s shares are listed in the BSE Limited, Mumbai (BSE) and National Stock Exchange of India Limited, Mumbai (NSE) and the annual listing fees have been duly paid.

## **CASH FLOW ANALYSIS**

In conformity with the provisions of Regulation 34(2) of SEBI (LODR) Regulations, the Cash Flow Statement for the year ended 31.03.2019 is enclosed as a part of this Annual Report.

## **AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

## **AUDITORS**

### **Statutory Auditors**

M/s. DMKH & Co., a firm of Chartered Accountants were appointed as a Statutory Auditors of the Company for One term of 5 (five) consecutive years to hold office from the conclusion of the 30<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> August, 2017 until the conclusion of the 35<sup>th</sup> Annual General Meeting (AGM) to be held in year 2022, subject to ratification of their appointment at every AGM, if so required under the Act. The Company has received their eligibility certificate subject to Section 139 and 141 of the Act and Rules made thereunder.

The Ministry of Corporate Affairs have, vide its Commencement Notification dated 7<sup>th</sup> May 2018, inter alia, notified the commencement of section 40 of the Companies (Amendment) Act, 2017, which omitted the proviso to sub-section (1) of section 139 of the Companies Act, 2013, mandating the requirement of annual ratification for Auditors appointment by the Members at every Annual General Meeting.

The notes on Financial Statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualifications, reservation or adverse remark and is prepared as per "Ind AS".

### **Internal Auditors**

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, the Board of Directors of the Company has appointed Bathiya & Associates LLP, to conduct internal audit reviews for the Company.

### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. D. M. Zaveri & Co., Practicing Company Secretaries, Mumbai to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure D**".

The auditor's report and secretarial auditor's report for the financial year 2018-19 does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an annexure which forms part of this report. The Report given by the Auditors on the financial statements of the Company is part of the Annual Report.

## **REPORTING OF FRAUD BY AUDITORS**

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the Audit committee, under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officer or employees, the details of which would need to be mentioned in the Board's report.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

No significant or material Orders were passed by the Regulators or Courts or Tribunals during the previous year which may impact the Going Concern Status of the Company's Operation in the future.

## **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

In terms of the provisions of Section 125 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014, unclaimed / un-encashed dividend for the FY 2011-12 is due for transfer to IEPF on October 2019. Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar, for obtaining payments thereof atleast 20 days before they are due for transfer to the said fund.

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last Annual General Meeting (i.e. September 24, 2018), with the Ministry of Corporate Affairs.

## **CORPORATE GOVERNANCE**

Your Company continues to lay a strong emphasis on transparency, accountability and integrity.

The Companies Act, 2013 and the Listing Regulations have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law.

Your Company has in place all the statutory Committees required under the law. Details of Board Committees along with their terms of reference, composition and meetings of the Board and Board Committees held during the year, are provided in the Corporate Governance Report enclosed as “**Annexure E**” to this report.

The Policy on Related Party Transactions, Remuneration Policy, CSR Policy and Whistle Blower Policy are available on the website of the Company. The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under the Listing Regulations. A Certificate of the CEO and CFO of the Company in terms of sub-Regulation 17(8) of the Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

To avoid duplication between the Directors’ Report and the Management Discussion and Analysis, we present below a composite summary of performance and functions of the Company.

### **INTRODUCTION**

India’s textiles sector is one of the oldest industries in Indian economy dating back several centuries. India’s overall textile exports during FY 2017-18 stood at US\$ 39.2 billion in FY18 and is expected to increase to US\$ 82.00 billion by 2021 from US\$ 31.65 billion in FY19 (up to Jan 19).

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

### **MARKET SIZE**

The Indian textiles industry, currently estimated at around US\$ 150 billion, is expected to reach US\$ 250 billion by 2019. India’s textiles industry contributed seven per cent of the industry output (in value terms) of India in 2017-18. It contributed

two per cent to the GDP of India and employs more than 45 million people in 2017-18. The sector contributed 15 per cent to the export earnings of India in 2017-18.

The production of raw cotton in India is estimated to have reached 36.1 million bales in FY19^.

## **GOVERNMENT INITIATIVES**

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

### **Initiatives taken by Government of India are:**

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.
- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.
- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunity and attract investments worth Rs 80,000 crore (US\$ 11.93 billion) during 2018-2020. As of August 2018 it generated additional investments worth Rs 25,345 crore (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS), scheme is estimated to create employment for 35 lakh people and enable investments worth Rs 95,000 crore (US\$ 14.17 billion) by 2022.
- Integrated Wool Development Programme (IWDP) approved by Government of India to provide support to the wool sector starting from wool rearer to end consumer which aims to enhance the quality and increase the production during 2017-18 and 2019-20.
- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20.

The management discussion and analysis presents the industry Overview, Strength, Opportunities and Performance, Initiatives by the Company and overall strategy of Lovable Lingerie Limited becoming a market driven producer/exporter of various innovative models and ranges of Textiles products.

## **OVERALL REVIEW**

Indian Textile industry can be divided into several segments, some of which can be listed as below:

- Cotton Textiles
- Silk Textiles
- Woolen Textiles
- Readymade Textiles
- Jute and Coir

## **PERFORMANCE OF THE TEXTILE INDUSTRY**

- The industry which was growing at 3-4% during the last six decades has now accelerated to the annual growth rate of 9-10% but various factors have effecting annual growth rate of textile industry, Global recession is one of them.
- The impact of the global and economic slowdown directly affects the performance of the industry.

**INITIATIVES**

Your company has identified the twin route of deeper & category-leading brand-building & scale-up of production routes to high sales volumes & to be the engines of growth.

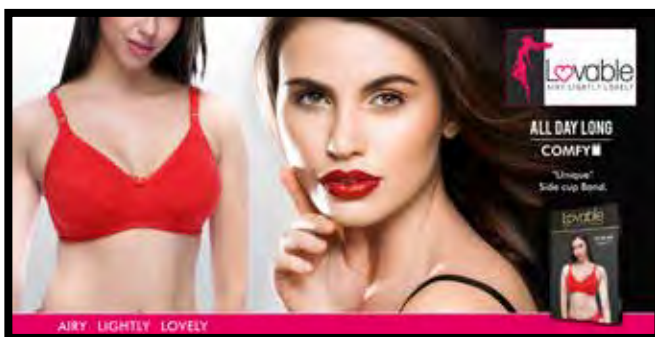
SS'19 collection of Lovable comprises of premium & classic products like Encircle- The original, Encircle-Elite, ADL-The one, a whole new range of styles in Confi-series & a whole new line of products under the name "Prime", which caters the plus size category of the market. Under Daisy Dee, the company has launched two new sub-brands by the name of Daisy Dee Sports & Daisy Dee Outfit.

Accordingly, your company in the year 2019 has invested heavily in new marketing initiatives, advertising & a heightened media presence, besides launches of new, trendy products in innerwear & sportswear. Your company has also increased its online presence through various mediums of social media like – facebook, twitter, instagram. Dealer apps for direct communication with the market has also been launched in 2019.

**Print ads for media campaigns – 2019**



**Hoardings for OOH Marketing. - 2019**





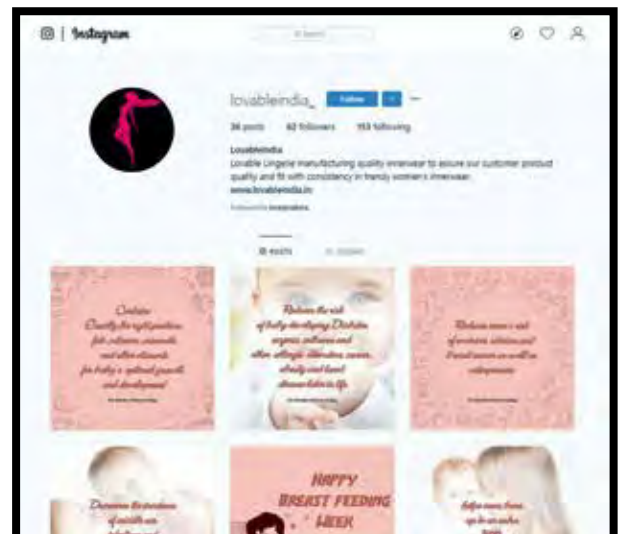
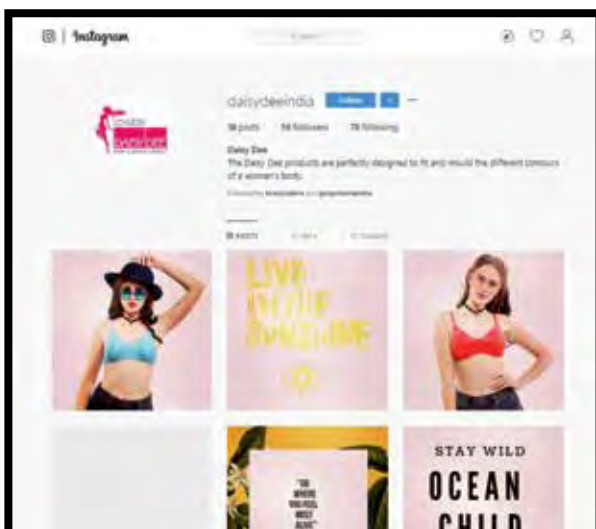
Raduno – Chandigarh – 2019. Launch of SS'19 Collection (Lovable Lingerie, Daisy Dee & Lovable Sports)



Facebook Pages of Lovable & Daisy Dee



Instagram of Lovable & Daisy Dee



## ENVIRONMENT, HEALTH AND SAFETY

Your Company places utmost importance on ensuring safety of its employees, visitors to our premises and the communities we operate in.

Your Directors are committed to strict compliance of not just statutory requirements but even more stern internal policies and best practices related to environment, health and safety in all our units. In the year under review, your Company has further strengthened its commitment to workplace compliance by increasing the strength of the workplace Compliance Department to enhance monitoring and control in all these areas.

Environment: Your Company is an environment friendly organization as it is a non-polluting and non-effluent generating manufacturing set-up.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

### A. Conservation of Energy

Your Company has a vision of being a 'Zero Injury' organization. The Compass, your Company's strategic framework, integrates Safety as a non-negotiable value. Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, are furnished below:

#### a. Conservation of Energy:

The Company continually takes steps to absorb and adopt the latest technologies and innovations in the Garment Industry. These initiatives should enable the facilities to become more efficient and productive as the company expands, thus helping conserve energy. All machinery and equipment are continuously serviced, updated and overhauled in order to maintain them in good condition. This resulted in consumption of lesser energy consumption.

#### Additional Investments and Proposals for Reduction of Consumption of Energy: Nil

Total Energy Consumption and Energy Consumption per Unit of Production (Form-A and Form B Enclosed).

Conservation of Energy continues to receive increased emphasis at all the units of the Company.

#### Form – A

Form for Disclosure of particulars with respect of conservation of energy

Particulars	2018-19	2017-18
<b>Power &amp; Fuel Consumption</b>		
<b>1. Electricity</b>		
a) Purchased Units (Lacs )	5.80	6.62
Total Cost (₹ In Lacs )	45.80	52.29
Rate/Unit (₹)	7.89	7.90
<b>b) Own Generation</b>		
<b>1)Through Diesel Generator</b>		
Units ( Lacs )	0.58	0.49
KWH per unit of fuel	4.67	4.67
Fuel Cost/Unit (₹)	15.38	12.48

**b. Technology Absorption:**

Absorbing technologies with state of art machineries like automated cutting machine, automated fabric inspection machines, etc., the quality of the products and efficiency of the systems have been substantially improved. By applying those technologies, the cost of production was under control.

The products manufactured and sold by the Company are not power intensive; hence the impact on overall cost is marginal. However, steps have been taken to ensure energy conservation in the processing unit where an energy efficient boiler is installed and condensate is being re-utilised.

Efforts made in Technology absorption as per Form B: Nil

**B. Consumption per unit of Production**

	Product	Electricity
	2018-19	2017-18
Consumption per Unit	0.06	0.06

**C. Foreign Exchange Earning and Outgoing**

The Company had foreign exchange earnings from Exports during the year was NIL (Previous year NIL). The total amount of outgo on account of foreign exchange utilized by the Company amounted to ₹66.10 lakhs (Previous year ₹ 33.81 lakhs) mainly on account of import of raw materials, finished goods, Capital Goods, foreign travel.

Foreign exchange earned and outgo during the year ended March 31, 2019:

Rs In Lakhs

Particulars	2018-19	2017-18
Foreign Exchange Earned	-	-
Exports (FOB)	-	-
Technical Assistance	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
Foreign Exchange Outgo	-	-
CIF Value of Imports	38.13	33.52
Travelling Expenses	-	-
Others	27.97	0.29
<b>Total</b>	<b>66.10</b>	<b>33.81</b>

**INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of operations. These systems are routinely tested and certified by Statutory as well as Internal Auditor and cover all offices, factories and key business areas. Periodical reports and significant audit observations and follow up actions thereon are reported to the Audit Committee. The Audit Committee is headed by an Independent Director and this ensures independence of function and transparency of the process of supervision and oversight. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems. The Company conducts its business with integrity and high standard of ethical behaviour and in compliance with the laws and regulations that govern its business.

## SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS COMPARED TO PREVIOUS YEAR

Sr. No.	Particulars	Change in %	Explanation
1	Debtors Turnover	(6%)	-
2	Inventory Turnover	19%	-
3	Interest Coverage Ratio	928%	Interest Cost and Borrowing Reduction
4	Current Ratio	(33%)	Increase in payables due to sluggish demand in the Industry has reduce the current ratio
5	Debt Equity Ratio	-	-
6	Operating Profit Margin (%)	(26%)	Valuation of fire - affected stock at less than cost been done on a conservative basis
7	Net Profit Margin (%)	-	-

**Note:** During the year 2017-18 the company had incurred losses as the operations were affected by Fire Accident in one of our factory premises and hence the ratios are not strictly comparable.

**Change in Return on Net Worth as Compared to immediately Previous Financial there of:** Increase by 3%.

## OPPORTUNITIES AND THREATS

### Opportunities:

For the apparel industry in general and our market in particular:

- More organized retail. Better consumer retail experience
- Increasing fashion consciousness and consumers becoming more aspirational, discerning and brand savvy.
- The factors that determine consumption, education, occupation, urbanization, rise in nuclear families moving in a positive direction
- Increasing urban women population and women corporate workforce
- Increasing brand consciousness and spending on kids
- Higher disposable income
- Increasing online retail.
- Company need to concentrate on new global product.
- Low per-capita domestic consumption of textile indicating significant potential growth.

### Threats:

Many major international apparel brands have commenced operations in India realizing that Indian markets are likely to emerge as one of the largest market in the world in the next few decades. Competitive intensity is expected to sustain high.

India's global share is just 3% while China controls about 15%. In post 2015, China is expected to capture 43% of global textile trade.

## RISKS AND CONCERNS

The Company has robust risk management procedures to identify and evaluate risks on an ongoing basis. The identified risks are integrated into the business plan and a detailed action plan to mitigate the identified business risk and concerns is put in place.

The key risks and concern identified by the company and its mitigation plans are:

#### **Availability and Rising Cost of Labour:**

The industry is growing at a fast pace, in a highly labour intensive sector and demand for experienced and trained manpower is outstripping supply. The ability to retain existing talent and attract new talent assumes crucial importance. The Company has created long term plans with the objective of motivating employees to create a sense of “belonging” and a ‘feel good’ environment. The Company has set up robust training centers at various units where newcomers to the labour force receive structured training.

#### **Increase in input and brand-building costs:**

The availability of raw materials at reasonable rates is one of the main concerns of the company. However the company is confident that increases in raw material cost, if and when they occur, can be passed on to consumers because of the strong pricing power of its brands. The company is also aggressively taking steps to monitor and improve productivity, which will mitigate the impact of material cost increases to some extent. The Company is also conscious that in the Media environment of exploding media vehicles and fragmented audiences, the challenges for achieving Brand Reach and delivering effective communication are rising disproportionately. The Company is taking steps to plan and execute media campaigns with higher efficiency and continue to achieve brand salience.

### **HUMAN RESOURCES**

Your Company fully values the Human capital; it deploys and credits its success to them. It has been the consistent endeavor of the Company to create a congenial and challenging working atmosphere wherein every employee can develop his own strength and deliver to his full potential.

During the year under review, industrial relations in the factory were cordial and pro-active and all employees and the Union supported productivity and process improvement measures undertaken at all the functions of the Company. Their unstinted co-operation has enabled the unit to achieve continuous growth, both quantitatively and qualitatively. Your Company continued to maintain excellent industrial relations with all its employees and independent job work firms. Adequate safety and welfare measures are in place and your Company will continue to improve the same on ongoing basis.

As of 31<sup>st</sup> March, 2019, the Company had 1494 employees on its roll.

### **FUTURE OUTLOOK**

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market.

High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

The global economic climate continues to be volatile, uncertain and prone to geo-political risks. Weak consumer sentiment and low commodity prices are expected to affect global growth adversely.

Your Company has achieved a significant growth and has been constantly following emerging market trends and has accordingly from time to time revamped its marketing strategies and product portfolios. The Company is trying to come up with some new products and ranges of inner wears according to changing consumer needs and demand.

Your Company has taken a step to evolve in the super-premium segment of innerwear.

### **CAUTIONARY STATEMENT**

Statements in the management discussion and analysis describing the Company’s objectives, projections, estimates and expectations may be considered as “forward looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The factors that might influence the



operations of the Company are economic conditions, government regulations and natural calamities over which the Company has no control.

The Company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

#### **APPRECIATIONS AND ACKNOWLEDGEMENTS**

Your Directors place on record their sincere appreciation for the significant contribution made by our employees through their dedication, hard work and commitment.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its customers, suppliers, distributors stockists, retailers, business partners and others associated with the Company as its trading partners. Your Company looks upon them as partners in its progress. It will be the Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

The Directors also take this opportunity to thank all Shareholders, Investors, Clients, Vendors, Bankers, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

On behalf of the Board of Directors  
**For Lovable Lingerie Limited,**

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

**Mumbai, 10<sup>th</sup> August, 2019**

**FORM NO. AOC.2**

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1	Federal Brands limited	Sale of goods	2018-19	The transactions entered during the year were in ordinary course of business and at arm's length basis. During the year, the value of transactions stood at (Sale of goods amounting to [₹ 30,43,69,932] and Purchase of goods amounting to [₹ 30,43,69,933]).	-	-
2	Federal Brands limited	Purchase of goods	2018-19			

The materiality threshold is as prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014, as amended.

## Annexure “A”

### Form MGT-9

#### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i.	CIN:	L17110MH1987PLC044835
ii.	Registration Date:	29/09/1987
iii.	Name of the Company:	Lovable Lingerie Limited
iv.	Category / Sub-Category of the Company:	Company Limited by Shares
v.	Address of the Registered office and contact details:	A-46, Street No.2, MIDC, Andheri (E), Mumbai - 400 093. Tel: 022-028383581 Fax: 28383582 E-mail: corporate@lovableindia.in Website: <a href="http://www.lovableindia.in">www.lovableindia.in</a>
vi.	Whether listed company:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent:	M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083. Phone: 022-49186000; Fax: 022-49186060; E-mail: <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a> ; Website: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of other knitted and crocheted apparel including hosiery	14309	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
NOT APPLICABLE					

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i. Category-wise Share Holding:

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2018				No. of Shares held at the end of the year i.e. 31/03/2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters*</b>									
<b>1.</b>	<b>Indian</b>									
a.	Individual/HUF	9314897	0	9314897	62.93	93148976	0	9314897	62.93	0.00
b.	Central Govt / State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
c.	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d.	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e.	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-total (A) (1)</b>	<b>9314897</b>	<b>0</b>	<b>9314897</b>	<b>62.93</b>	<b>9314897</b>	<b>0</b>	<b>9314897</b>	<b>62.93</b>	<b>0.00</b>
<b>2.</b>	<b>Foreign</b>									
a.	NRIs - Individuals / Foreign Individuals	134386	0	134386	0.91	134386	0	134386	0.91	0.00
b.	Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c.	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d.	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e.	Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-total (A) (2)</b>	<b>134386</b>	<b>0</b>	<b>134386</b>	<b>0.91</b>	<b>134386</b>	<b>0</b>	<b>134386</b>	<b>0.91</b>	<b>0.00</b>
	<b>Total shareholding of Promoter (A) = (A) (1)+(A)(2)</b>	<b>9449283</b>	<b>0</b>	<b>9449283</b>	<b>63.84</b>	<b>9449283</b>	<b>0</b>	<b>9449283</b>	<b>63.84</b>	<b>0.00</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
a.	Mutual Funds	861608	0	861608	5.82	0	0	0	0.00	-5.82
b.	Banks / FI	22965	0	22965	0.15	29082	0	29082	0.20	0.04
c.	Central Govt. / State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d.	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
e.	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
f.	FII/ FPIs	111424	0	111424	0.75	0	0	0	0.00	-0.75
g.	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h.	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-total (B)(1)</b>	<b>995997</b>	<b>0</b>	<b>995997</b>	<b>6.72</b>	<b>29082</b>	<b>0</b>	<b>29082</b>	<b>0.20</b>	<b>-6.53</b>
<b>2.</b>	<b>Non-Institutions</b>									
<b>a.</b>	<b>Individuals</b>									
i.	Individual shareholders holding nominal share capital upto ₹ 1 lakh	3154678	11	3154689	21.31	3697321	11	3697332	24.98	3.67
ii.	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	141807	0	141807	0.96	372464	0	372464	2.52	1.56
b.	NBFCs registered with RBI	0	0	0	0	21743	0	21743	0.15	0.15
c.	Others									
i.	Foreign Nationals	59	0	59	0.00	59	0	59	0.00	0.00

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2018				No. of Shares held at the end of the year i.e. 31/03/2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii.	Non Resident Indians	131296	0	131296	0.87	142393	0	142393	0.96	0.07
iii.	Foreign Portfolio Investor (Individual)	150	0	150	0.00	150	0	150	0.00	0.00
iii.	Clearing Members	113782	0	113782	0.79	121891	0	121891	0.82	0.05
iv.	Trust	0	0	0	0.00	0	0	0	0.00	0.00
v.	Bodies Corporate	581568	0	581568	3.92	665278	0	665278	4.49	0.56
vi.	Hindu Undivided Family	231369	0	231369	1.56	300325	0	300325	2.03	0.46
	<b>Sub-total (B)(2)</b>	<b>4354709</b>	<b>11</b>	<b>4354709</b>	<b>29.42</b>	<b>5321624</b>	<b>11</b>	<b>5321635</b>	<b>35.95</b>	<b>6.53</b>
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>5350706</b>	<b>11</b>	<b>5350717</b>	<b>36.15</b>	<b>5350706</b>	<b>11</b>	<b>5350717</b>	<b>36.15</b>	<b>0.00</b>
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Grand Total (A+B+C)</b>	<b>14799989</b>	<b>11</b>	<b>14800000</b>	<b>100.00</b>	<b>14799989</b>	<b>11</b>	<b>14800000</b>	<b>100.00</b>	<b>0.00</b>

\* includes Promoter group

## ii. Shareholding of Promoters(including Promoter group)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01/04/2018			Shareholding at the end of the year i.e. 31/03/2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vinay Reddy	4120205	27.84	0.00	4120205	27.84	0.00	0.00
2	Shobha Jaipal Reddy	2982943	20.15	0.00	2982943	20.15	0.00	0.00
3	Prashant Jaipal Reddy	1715252	11.59	0.00	1715252	11.59	0.00	0.00
4	Lattupalli Veena Reddy	134386	0.91	0.00	134386	0.91	0.00	0.00
5	L Jaipal Reddy (HUF)	5344	0.04	0.00	5344	0.04	0.00	0.00
6	Taruna Vinay Reddy	340398	2.30	0.00	340398	2.30	0.00	0.00
7	Lattupalli Vinay Reddy (HUF)	150755	1.02	0.00	150755	1.02	0.00	0.00
	<b>Total</b>	<b>9449283</b>	<b>63.85</b>	<b>0.00</b>	<b>9449283</b>	<b>63.85</b>	<b>0.00</b>	<b>0.00</b>

## iii. Change in Promoters' Shareholding

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Reason	Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY		DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	VINAY REDDY	4120205	27.84	Opening Balance	01 Apr 2018		4120205	27.84
					NO CHANGE DURING THE YEAR			
				Closing Balance	31 Mar 2019		4120205	27.84
2	SHOBHA JAIPAL REDDY	2982943	20.15	Opening Balance	01 Apr 2018		2982943	20.15



Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Reason	Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY		DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
					NO CHANGE DURING THE YEAR			
				Closing Balance	31 Mar 2019		2982943	20.15
3	PRASHANT JAIPAL REDDY	1715252	11.59	Opening Balance	01 Apr 2018		1715252	11.59
					NO CHANGE DURING THE YEAR			
				Closing Balance	31 Mar 2019		1715252	11.59
4	TARUNA V REDDY	340398	2.3	Opening Balance	01 Apr 2018		340398	2.3
					NO CHANGE DURING THE YEAR			
				Closing Balance	31 Mar 2019		340398	2.3
5	LATTUPALLI VEENA REDDY	134386	0.91	Opening Balance	01 Apr 2018		134386	0.91
					NO CHANGE DURING THE YEAR			
				Closing Balance	31 Mar 2019		134386	0.91
6	L JAIPAL REDDY	5344	0.04	Opening Balance	01 Apr 2018		5344	0.04
					NO CHANGE DURING THE YEAR			
				Closing Balance	31 Mar 2019		5344	0.04
7	LATTUPALLI VINAY REDDY	150755	1.02	Opening Balance	01 Apr 2018		150755	1.02
					NO CHANGE DURING THE YEAR			
				Closing Balance	31 Mar 2019		150755	1.02

- The above information is based on the weekly beneficiary position received from Depositories.
- Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 14800000 Shares.
- The detail of holding has been clubbed based on PAN.
- % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters (including Promoter group) and Holders of GDRs and ADRs) as on 31st March, 2019:**

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
1	DHEERAJ KUMAR LOHIA	0	0	01 Apr 2018	-	Opening Balance	0	0
				27 Apr 2018	38630	Transfer	38630	0.261

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				01 Jun 2018	(4000)	Transfer	34630	0.234
				15 Jun 2018	(867)	Transfer	33763	0.2281
				06 Jul 2018	500	Transfer	34263	0.2315
				10 Aug 2018	7850	Transfer	42113	0.2845
				17 Aug 2018	2000	Transfer	44113	0.2981
				24 Aug 2018	8059	Transfer	52172	0.3525
				31 Aug 2018	15282	Transfer	67454	0.4558
				07 Sep 2018	2400	Transfer	69854	0.472
				29 Sep 2018	6995	Transfer	76849	0.5193
				05 Oct 2018	15555	Transfer	92404	0.6244
				12 Oct 2018	4036	Transfer	96440	0.6516
				19 Oct 2018	6907	Transfer	103347	0.6983
				26 Oct 2018	1860	Transfer	105207	0.7109
				09 Nov 2018	2000	Transfer	107207	0.7244
				16 Nov 2018	1636	Transfer	108843	0.7354
				30 Nov 2018	1000	Transfer	109843	0.7422
				07 Dec 2018	661	Transfer	110504	0.7466
				28 Dec 2018	1142	Transfer	111646	0.7544
				04 Jan 2019	2000	Transfer	113646	0.7679
				11 Jan 2019	(1000)	Transfer	112646	0.7611
				25 Jan 2019	7668	Transfer	120314	0.8129
				01 Feb 2019	9178	Transfer	129492	0.8749
				15 Feb 2019	1052	Transfer	130544	0.8821
				01 Mar 2019	(6444)	Transfer	124100	0.8385
				08 Mar 2019	(7110)	Transfer	116990	0.7905
				15 Mar 2019	(3775)	Transfer	113215	0.765
				22 Mar 2019	5768	Transfer	118983	0.8039
				29 Mar 2019	565		119548	0.8078
				<b>31 Mar 2019</b>	<b>-</b>	<b>Closing Balance</b>	<b>119548</b>	<b>0.8078</b>
2	LUXMI TOWNSHIP LIMITED	37518	0.2535	<b>01 Apr 2018</b>	<b>-</b>	<b>Opening Balance</b>	<b>37518</b>	<b>0.2535</b>
				18 May 2018	6250	Transfer	43768	0.2957
				08 Jun 2018	7150	Transfer	50918	0.344
				30 Jun 2018	6849	Transfer	57767	0.3903
				<b>31 Mar 2019</b>	<b>-</b>	<b>Closing Balance</b>	<b>57767</b>	<b>0.3903</b>
3	SHAREKHAN BNP PARIBAS FINANCIAL SERVICES PVT LTD	56204	0.3798	<b>01 Apr 2018</b>	<b>-</b>	<b>Opening Balance</b>	<b>56204</b>	<b>0.3798</b>
				27 Apr 2018	(600)	Transfer	55604	0.3757
				15 Jun 2018	2500	Transfer	58104	0.3926
				30 Jun 2018	500	Transfer	58604	0.396
				06 Jul 2018	700	Transfer	59304	0.4007

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				13 Jul 2018	(3000)	Transfer	56304	0.3804
				20 Jul 2018	500	Transfer	56804	0.3838
				12 Oct 2018	(700)	Transfer	56104	0.3791
				26 Oct 2018	500	Transfer	56604	0.3825
				<b>31 Mar 2019</b>	<b>-</b>	<b>Closing Balance</b>	<b>56604</b>	<b>0.3825</b>
4	EDELWEISS CUSTODIAL SERVICES LIMITED	9799	0.0662	<b>01 Apr 2018</b>	<b>-</b>	<b>Opening Balance</b>	<b>9799</b>	<b>0.0662</b>
				06 Apr 2018	26	Transfer	9825	0.0664
				13 Apr 2018	1264	Transfer	11089	0.0749
				20 Apr 2018	1655	Transfer	12744	0.0861
				27 Apr 2018	54100	Transfer	66844	0.4516
				04 May 2018	(985)	Transfer	65859	0.445
				11 May 2018	5780	Transfer	71639	0.484
				18 May 2018	62	Transfer	71701	0.4845
				25 May 2018	(11104)	Transfer	60597	0.4094
				01 Jun 2018	(30057)	Transfer	30540	0.2064
				08 Jun 2018	(19124)	Transfer	11416	0.0771
				15 Jun 2018	(303)	Transfer	11113	0.0751
				22 Jun 2018	134	Transfer	11247	0.076
				30 Jun 2018	2006	Transfer	13253	0.0895
				06 Jul 2018	(717)	Transfer	12536	0.0847
				13 Jul 2018	554	Transfer	13090	0.0884
				20 Jul 2018	(1158)	Transfer	11932	0.0806
				27 Jul 2018	(293)	Transfer	11639	0.0786
				03 Aug 2018	(88)	Transfer	11551	0.078
				10 Aug 2018	139	Transfer	11690	0.079
				17 Aug 2018	2669	Transfer	14359	0.097
				24 Aug 2018	(3830)	Transfer	10529	0.0711
				31 Aug 2018	695	Transfer	11224	0.0758
				07 Sep 2018	(1918)	Transfer	9306	0.0629
				14 Sep 2018	(24)	Transfer	9282	0.0627
				21 Sep 2018	(779)	Transfer	8503	0.0575
				29 Sep 2018	8	Transfer	8511	0.0575
				05 Oct 2018	(4321)	Transfer	4190	0.0283
				12 Oct 2018	259	Transfer	4449	0.0301
				19 Oct 2018	(120)	Transfer	4329	0.0293
				26 Oct 2018	975	Transfer	5304	0.0358
				02 Nov 2018	988	Transfer	6292	0.0425
				09 Nov 2018	286	Transfer	6578	0.0444
				16 Nov 2018	2411	Transfer	8989	0.0607
				23 Nov 2018	(1408)	Transfer	7581	0.0512

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				30 Nov 2018	740	Transfer	8321	0.0562
				07 Dec 2018	(145)	Transfer	8176	0.0552
				21 Dec 2018	215	Transfer	8391	0.0567
				28 Dec 2018	(416)	Transfer	7975	0.0539
				31 Dec 2018	195	Transfer	8170	0.0552
				04 Jan 2019	1204	Transfer	9374	0.0633
				11 Jan 2019	10820	Transfer	20194	0.1364
				18 Jan 2019	447	Transfer	20641	0.1395
				25 Jan 2019	(2003)	Transfer	18638	0.1259
				01 Feb 2019	1863	Transfer	20501	0.1385
				08 Feb 2019	(205)	Transfer	20296	0.1371
				15 Feb 2019	135	Transfer	20431	0.138
				22 Feb 2019	144	Transfer	20575	0.139
				01 Mar 2019	9398	Transfer	29973	0.2025
				08 Mar 2019	661	Transfer	30634	0.207
				15 Mar 2019	17684	Transfer	48318	0.3265
				22 Mar 2019	2015	Transfer	50333	0.3401
				29 Mar 2019	5239	Transfer	55572	0.3755
				30 Mar 2019	(12000)	Transfer	43572	0.2944
				<b>31 Mar 2019</b>	<b>-</b>	<b>Closing Balance</b>	<b>43572</b>	<b>0.2944</b>
5	GLOBE CAPITAL MARKET LTD	39978	0.2701	<b>01 Apr 2016</b>	<b>-</b>	<b>Opening Balance</b>	<b>39978</b>	<b>0.2701</b>
				06 Apr 2018	4908	Transfer	44886	0.3033
				13 Apr 2018	(1367)	Transfer	43519	0.294
				20 Apr 2018	(179)	Transfer	43340	0.2928
				27 Apr 2018	3971	Transfer	47311	0.3197
				04 May 2018	(300)	Transfer	47011	0.3176
				11 May 2018	369	Transfer	47380	0.3201
				18 May 2018	(75)	Transfer	47305	0.3196
				25 May 2018	302	Transfer	47607	0.3217
				01 Jun 2018	130	Transfer	47737	0.3225
				08 Jun 2018	(121)	Transfer	47616	0.3217
				15 Jun 2018	472	Transfer	48088	0.3249
				22 Jun 2018	(3943)	Transfer	44145	0.2983
				30 Jun 2018	(2179)	Transfer	41966	0.2836
				06 Jul 2018	502	Transfer	42468	0.2869
				13 Jul 2018	411	Transfer	42879	0.2897
				20 Jul 2018	(259)	Transfer	42620	0.288
				27 Jul 2018	(818)	Transfer	41802	0.2824
				03 Aug 2018	1100	Transfer	42902	0.2899
				10 Aug 2018	189	Transfer	43091	0.2912

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				17 Aug 2018	(89)	Transfer	43002	0.2906
				24 Aug 2018	(473)	Transfer	42529	0.2874
				31 Aug 2018	(550)	Transfer	41979	0.2836
				07 Sep 2018	1970	Transfer	43949	0.297
				14 Sep 2018	(10)	Transfer	43939	0.2969
				21 Sep 2018	(100)	Transfer	43839	0.2962
				29 Sep 2018	2601	Transfer	46440	0.3138
				05 Oct 2018	215	Transfer	46655	0.3152
				12 Oct 2018	662	Transfer	47317	0.3197
				19 Oct 2018	816	Transfer	48133	0.3252
				26 Oct 2018	(2545)	Transfer	45588	0.308
				02 Nov 2018	686	Transfer	46274	0.3127
				09 Nov 2018	(500)	Transfer	45774	0.3093
				16 Nov 2018	145	Transfer	45919	0.3103
				23 Nov 2018	380	Transfer	46299	0.3128
				30 Nov 2018	(99)	Transfer	46200	0.3122
				07 Dec 2018	615	Transfer	46815	0.3163
				14 Dec 2018	(734)	Transfer	46081	0.3114
				21 Dec 2018	(117)	Transfer	45964	0.3106
				28 Dec 2018	1410	Transfer	47374	0.3201
				31 Dec 2018	(200)	Transfer	47174	0.3187
				04 Jan 2019	(9286)	Transfer	37888	0.256
				11 Jan 2019	182	Transfer	38070	0.2572
				18 Jan 2019	(2301)	Transfer	35769	0.2417
				25 Jan 2019	1053	Transfer	36822	0.2488
				01 Feb 2019	(43)	Transfer	36779	0.2485
				08 Feb 2019	(260)	Transfer	36519	0.2468
				15 Feb 2019	71	Transfer	36590	0.2472
				22 Feb 2019	(1280)	Transfer	35310	0.2386
				01 Mar 2019	60	Transfer	35370	0.239
				08 Mar 2019	129	Transfer	35499	0.2399
				15 Mar 2019	2371	Transfer	37870	0.2559
				22 Mar 2019	(80)	Transfer	37790	0.2553
				29 Mar 2019	3478	Transfer	41268	0.2788
				<b>31 Mar 2019</b>	-	<b>Closing Balance</b>	<b>41268</b>	<b>0.2788</b>
6	IL AND FS SECURITIES SERVICES LIMITED	26536	0.1793	<b>01 Apr 2018</b>	-	<b>Opening Balance</b>	<b>26536</b>	<b>0.1793</b>
				06 Apr 2018	9856	Transfer	36392	0.2459
				13 Apr 2018	7610	Transfer	44002	0.2973
				20 Apr 2018	1075	Transfer	45077	0.3046



Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				27 Apr 2018	(895)	Transfer	44182	0.2985
				04 May 2018	1410	Transfer	45592	0.3081
				11 May 2018	6565	Transfer	52157	0.3524
				18 May 2018	4485	Transfer	56642	0.3827
				25 May 2018	29385	Transfer	86027	0.5813
				01 Jun 2018	(2999)	Transfer	83028	0.561
				08 Jun 2018	(203)	Transfer	82825	0.5596
				15 Jun 2018	(1408)	Transfer	81417	0.5501
				22 Jun 2018	2150	Transfer	83567	0.5646
				30 Jun 2018	(340)	Transfer	83227	0.5623
				06 Jul 2018	(9540)	Transfer	73687	0.4979
				13 Jul 2018	9575	Transfer	83262	0.5626
				20 Jul 2018	(2350)	Transfer	80912	0.5467
				27 Jul 2018	350	Transfer	81262	0.5491
				03 Aug 2018	485	Transfer	81747	0.5523
				10 Aug 2018	(4397)	Transfer	77350	0.5226
				17 Aug 2018	(4105)	Transfer	73245	0.4949
				24 Aug 2018	475	Transfer	73720	0.4981
				31 Aug 2018	(9956)	Transfer	63764	0.4308
				07 Sep 2018	(470)	Transfer	63294	0.4277
				21 Sep 2018	(1768)	Transfer	61526	0.4157
				29 Sep 2018	6708	Transfer	68234	0.461
				05 Oct 2018	201	Transfer	68435	0.4624
				12 Oct 2018	1530	Transfer	69965	0.4727
				19 Oct 2018	(1267)	Transfer	68698	0.4642
				26 Oct 2018	(100)	Transfer	68598	0.4635
				02 Nov 2018	(2900)	Transfer	65698	0.4439
				09 Nov 2018	(4020)	Transfer	61678	0.4167
				16 Nov 2018	2181	Transfer	63859	0.4315
				23 Nov 2018	714	Transfer	64573	0.4363
				30 Nov 2018	(453)	Transfer	64120	0.4332
				07 Dec 2018	422	Transfer	64542	0.4361
				14 Dec 2018	(6882)	Transfer	57660	0.3896
				21 Dec 2018	2198	Transfer	59858	0.4044
				28 Dec 2018	(492)	Transfer	59366	0.4011
				31 Dec 2018	(100)	Transfer	59266	0.4004
				04 Jan 2019	(3229)	Transfer	56037	0.3786
				11 Jan 2019	2499	Transfer	58536	0.3955
				18 Jan 2019	2851	Transfer	61387	0.4148
				25 Jan 2019	(584)	Transfer	60803	0.4108
				01 Feb 2019	(1199)	Transfer	59604	0.4027

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				08 Feb 2019	1027	Transfer	60631	0.4097
				15 Feb 2019	529	Transfer	61160	0.4132
				22 Feb 2019	1687	Transfer	62847	0.4246
				01 Mar 2019	(1069)	Transfer	61778	0.4174
				08 Mar 2019	(5944)	Transfer	55834	0.3773
				15 Mar 2019	(1287)	Transfer	54547	0.3686
				22 Mar 2019	(1038)	Transfer	53509	0.3615
				29 Mar 2019	(15298)	Transfer	38211	0.2582
				30 Mar 2019	(1682)	Transfer	36529	0.2468
				<b>31 Mar 2019</b>	<b>-</b>	<b>Closing Balance</b>	<b>36529</b>	<b>0.2468</b>
7	PRABHUDAS LILLADHER FINANCIAL SERVICES PVT. LTD.	35600	0.2405	<b>01 Apr 2018</b>	<b>-</b>	<b>Opening Balance</b>	<b>35600</b>	<b>0.2405</b>
				27 Apr 2018	(500)	Transfer	35100	0.2372
				11 May 2018	(37)	Transfer	35063	0.2369
				18 May 2018	17	Transfer	35080	0.237
				25 May 2018	270	Transfer	35350	0.2389
				15 Jun 2018	912	Transfer	36262	0.245
				22 Jun 2018	88	Transfer	36350	0.2456
				20 Jul 2018	(1000)	Transfer	35350	0.2389
				03 Aug 2018	182	Transfer	35532	0.2401
				10 Aug 2018	818	Transfer	36350	0.2456
				24 Aug 2018	(1000)	Transfer	35350	0.2389
				21 Sep 2018	645	Transfer	35995	0.2432
				29 Sep 2018	69	Transfer	36064	0.2437
				05 Oct 2018	(714)	Transfer	35350	0.2389
				12 Oct 2018	(100)	Transfer	35250	0.2382
				22 Mar 2019	1000	Transfer	36250	0.2449
				<b>31 Mar 2019</b>	<b>-</b>	<b>Closing Balance</b>	<b>36250</b>	<b>0.2449</b>
8	RAJ KUMAR LOHIA	0	0.00	<b>01 Apr 2018</b>	<b>-</b>	<b>Opening Balance</b>	<b>0</b>	<b>0.00</b>
				14 Dec 2018	7509	Transfer	7509	0.0507
				22 Feb 2019	2000	Transfer	9509	0.0643
				01 Mar 2019	18665	Transfer	28174	0.1904
				08 Mar 2019	558	Transfer	28732	0.1941
				15 Mar 2019	277	Transfer	29009	0.196
				22 Mar 2019	6924	Transfer	35933	0.2428
				<b>31 Mar 2019</b>	<b>-</b>	<b>Closing Balance</b>	<b>35933</b>	<b>0.2428</b>
9	KARTIK KAPOOR	24931	0.1685	<b>01 Apr 2018</b>	<b>-</b>	<b>Opening Balance</b>	<b>24931</b>	<b>0.1685</b>
				20 Apr 2018	2500	Transfer	27431	0.1853

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				31 Mar 2019	-	Closing Balance	27431	0.1853
10	GIRISH BHERUMAL GUNDESHA	3400	0.023	01 Apr 2016	-	Opening Balance	3400	0.023
				06 Apr 2018	100	Transfer	3500	0.0236
				13 Apr 2018	1000	Transfer	4500	0.0304
				20 Apr 2018	900	Transfer	5400	0.0365
				27 Apr 2018	1100	Transfer	6500	0.0439
				04 May 2018	1100	Transfer	7600	0.0514
				11 May 2018	900	Transfer	8500	0.0574
				18 May 2018	1677	Transfer	10177	0.0688
				25 May 2018	223	Transfer	10400	0.0703
				08 Jun 2018	100	Transfer	10500	0.0709
				15 Jun 2018	100	Transfer	10600	0.0716
				22 Jun 2018	2300	Transfer	12900	0.0872
				30 Jun 2018	1400	Transfer	14300	0.0966
				06 Jul 2018	3200	Transfer	17500	0.1182
				27 Jul 2018	1100	Transfer	18600	0.1257
				03 Aug 2018	1950	Transfer	20550	0.1389
				10 Aug 2018	450	Transfer	21000	0.1419
				17 Aug 2018	100	Transfer	21100	0.1426
				24 Aug 2018	650	Transfer	21750	0.147
				07 Sep 2018	(950)	Transfer	20800	0.1405
				14 Sep 2018	475	Transfer	21275	0.1438
				21 Sep 2018	(1975)	Transfer	19300	0.1304
				05 Oct 2018	300	Transfer	19600	0.1324
				12 Oct 2018	100	Transfer	19700	0.1331
				19 Oct 2018	(600)	Transfer	19100	0.1291
				09 Nov 2018	1000	Transfer	20100	0.1358
				16 Nov 2018	550	Transfer	20650	0.1395
				14 Dec 2018	850	Transfer	21500	0.1453
				21 Dec 2018	200	Transfer	21700	0.1466
				28 Dec 2018	700	Transfer	22400	0.1514
				31 Dec 2018	300	Transfer	22700	0.1534
				04 Jan 2019	600	Transfer	23300	0.1574
				25 Jan 2019	400	Transfer	23700	0.1601
				08 Feb 2019	1300	Transfer	25000	0.1689
				31 Mar 2019	-	Closing Balance	25000	0.1689

1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 14800000 Shares.
2. The detail of holding has been clubbed based on PAN.
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

**v. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2018)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
1.	VINAY REDDY	4120205	27.84	01 Apr 2018	-	Opening Balance	4120208	27.84
		NO CHANGES DURING THE YEAR						
				31 Mar 2019	-	Closing Balance	4120205	27.84
2.	TARUNA VINAY REDDY	340398	2.3	01 Apr 2018	-	Opening Balance	340398	2.3
		NO CHANGES DURING THE YEAR						
				31 Mar 2019	-	Closing Balance	340398	2.3
3.	ANANTHARAMAN MAHADEVAN	0	0.00	01 Apr 2018	-	Opening Balance	-	-
		NO CHANGES DURING THE YEAR						
				31 Mar 2019	-	Closing Balance	0	0.00
4.	GOPAL KRISHAN SEHJPAL	0	0.00	01 Apr 2018	-	Opening Balance	-	-
		NO CHANGES DURING THE YEAR						
				31 Mar 2019	-	Closing Balance	0	0.00
5.	SIVABALAN PAUL PANDIAN	0	0.00	01 Apr 2018	-	Opening Balance	-	-
		NO CHANGES DURING THE YEAR						
				31 Mar 2019	-	Closing Balance	0	0.00
6.	RAGHUNATHAN GOVINDARAJAN	0	0.00	01 Apr 2018	-	Opening Balance	-	-
		NO CHANGES DURING THE YEAR						
				31 Mar 2019	-	Closing Balance	0	0.00
7.	DIVYA SHRIMALI	0	0.00	01 Apr 2018	-	Opening Balance	-	-
		NO CHANGES DURING THE YEAR						
				31 Mar 2019	-	Closing Balance	0	0.00

**V. INDEBTEDNESS**

The Company had no indebtedness with respect to Secured or Unsecured Loans or Deposits during the financial year 2018-19.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	Particulars of Remuneration	Names of MD/ WTD/ Manager		Total Amount
		L. Vinay Reddy (Managing Director)	L. Jaipal Reddy* (Whole-Time Director)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	18,97,500	7,50,000	26,47,500
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- as % of profit			
	- others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	<b>Total (A)</b>	<b>18,97,500</b>	<b>7,50,000</b>	<b>26,47,500</b>
	<b>Ceiling as per the Act (10% Of the Net Profit as per Section 198)</b>			<b>32,44,277.1</b>

\* Mr. L Jaipal Reddy Demised on 3<sup>rd</sup> September, 2018

### B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Anantharaman Mahadevan	Gopal Sehjpal	Sivabalan P. Pandian	Taruna Reddy	Total amount
<b>1.</b>	<b>Independent Directors</b>					
	Fee for attending board / committee meetings	53000	89000	60500	-	2,02,500
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>53000</b>	<b>89000</b>	<b>60500</b>	<b>-</b>	<b>2,02,500</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>					
	Fee for attending board / committee meetings	-	-	-	33000	33,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33000</b>	<b>33,000</b>
	<b>Total (B)= (1) + (2)</b>	<b>53000</b>	<b>89000</b>	<b>60500</b>	<b>33000</b>	<b>2,35,500</b>
	<b>Total Managerial Remuneration (A+B)</b>					<b>28,83,000</b>
	<b>Overall Ceiling as per the Act (10% Of the Net Profit as per Section 198)</b>	<b>32,44,277.1 (excluding sitting fees which shall not be a part of Remuneration)</b>				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Raghunathan Govindarajan (CFO)	Divya Shrimali (CS)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1140726	411557	1552283
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	<b>Total (A)</b>	<b>1140726</b>	<b>411557</b>	<b>1552283</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties/ punishment/ compounding of offences for breach of any section of Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

On behalf of the Board of  
**For Lovable Lingerie Limited,**

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

Mumbai, 10<sup>th</sup> August, 2019

Lovable Lingerie Limited



## Annexure “B”

### Annual Report on Corporate Social Responsibility

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

**(1) Brief outline of the company’s CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes.**

Your Company is committed to operate and grow its business in a socially responsible way. The Company's vision is to grow its business, whilst reducing the environmental impact of its operations and increasing its positive social impact.

Your Company has embraced some of the activities listed in the Schedule VII of Section 135 of the Companies Act, 2013.

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of the Directors, is available on the Company’s website; weblink: [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69).

A brief overview of your Company's projects is as given below:

LLL’s CSR policy is aimed at demonstrating care for the community through its focus on education, vocational training, skill development and women menstrual hygiene. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013.

**(2) Composition of the CSR Committee**

The Company has a CSR committee of directors comprising of Mr. Anantharaman Mahadevan, Chairman of the Committee, Mr. Gopal Sehjpal and Mr. L Vinay Reddy.

**(3) Average Net Profit of the Company for last 3 financial years** : ₹15.07 Cr

**(4) Prescribed CSR Expenditure(two per cent. Of the amount as in item 3 above)** : ₹ 30.15 Lakhs

**(5) Details of CSR spent during the financial year 2018-19:**

- (a) Total amount to be spent for the financial year : ₹ 30.15Lakhs
- (b) Total amount spent during the year : ₹ 92.47lakhs
- (c) Amount unspent, if any : Nil

**(d) Manner in which the amount was spent during the financial year 2018-19 is detailed below:**

(₹ in lakhs)

Sr. No.	CSR Project	Relevant Section of Schedule VII in which the Project is covered (Refer Note)	Projects/ Programmes covered	Amount outlay (budget)	Amount spent on the project/ programs		Cumulative expenditure upto 31 <sup>st</sup> March, 2019	Amount spent Direct/ through implementing agency
					Direct Expenditure	Overheads as given		
1.	Providing financial and Guidance to the economically less privileged students	Promoting Education	Maharashtra-Thane	1.00	1.00	-	1.00	Through Implementating Agency:- Vidyadaan sahayyak Mandal (VSM)

Sr. No.	CSR Project	Relevant Section of Schedule VII in which the Project is covered (Refer Note)	Projects/ Programmes covered	Amount outlay (budget)	Amount spent on the project/ programs		Cumulative expenditure upto 31 <sup>st</sup> March, 2019	Amount spent Direct/ through implementing agency
					Direct Expenditure	Overheads as given		
2.	Providing of health & hygiene and Sanitation to women. Implementing sanitation projects	Health & Hygiene and sanitation	South India	15.00	10.01	-	10.01	Direct
2.	Creating Awareness about health & hygiene and Sanitation to women.	Health & Hygiene and sanitation	Pan India	85.00	81.46	-	81.46	Through Shows (awareness programmes) at various locations Pan India
	<b>Total</b>			<b>101.00</b>	<b>92.47</b>	<b>-</b>	<b>92.47</b>	

#### (6) CSR Committee Responsibility Statement

The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.

On behalf of the Board

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

**Sd/-**  
**Anantharaman Mahadevan**  
Chairman, CSR Committee  
(DIN:00165226)

**Mumbai, 10<sup>th</sup> August, 2019**

## “ANNEXURE - C”

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Amendments thereto:

**i. Ratio of the remuneration\* of each Director to the median remuneration of the employees of the Company for the financial year 2018-19:**

Sr. No.	Name of Director	Nature of Directorship	Ratio to median remuneration of employees
1	L Vinay Reddy	Chairman & Managing Director	13.23
2	L Jaipal Reddy #	Whole-Time Director	5.23
3	Anantharaman Mahadevan	Non-Executive Independent Director	0.37
4	Gopal Sehjpal	Non-Executive Independent Director	0.62
5	Sivabalan P. Pandian	Non-Executive Independent Director	0.42
6	Taruna Reddy	Non-Executive Director	0.23

\* Remuneration includes sitting fees paid

# Mr. L Jaipal Reddy demised on 3<sup>rd</sup> September, 2018.

**ii. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2018-19:**

Sr. No	Name of Director/KMP	Designation	% increase in Remuneration
1	L Vinay Reddy	Chairman & Managing Director	0.10
2	L Jaipal Reddy (#)	Whole-Time Director	-
3	Anantharaman Mahadevan	Non-Executive Independent Director	0.09
4	Gopal Sehjpal	Non-Executive Independent Director	(0.10)
5	Sivabalan P. Pandian	Non-Executive Independent Director	(0.37)
6	Taruna Reddy	Non-Executive Director	(0.33)
7	R Govindarajan	Chief Financial Officer	0.13
8	Divya Shrimali	Company Secretary	-

(#) Mr. L Jaipal Reddy demised on 3<sup>rd</sup> September, 2018.

- iii. The percentage increase in the median remuneration of Employees for the financial year (Median 2019/ Median 2018): 0.09%
- iv. The Company has 1,494 permanent Employees on the rolls of Company as on 31st March, 2019.
- v. Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was (0.07)% whereas the increase in the managerial remuneration was (0.25)%. The total managerial remuneration comprises of remuneration of the Managing Director and Executive Director. The remuneration to Managerial personnel is as approved by the shareholders under the provisions of Companies Act 2013. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies. In keeping with our reward philosophy and benchmarking results, the increases this year reflect the market practice.
- vi. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

On behalf of the Board of  
**For Lovable Lingerie Limited,**

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

**Mumbai, 10<sup>th</sup> August, 2019**

**“ANNEXURE - D”**

**Secretarial Audit Report**

**Form No. MR-3**

For the Financial year ended 31<sup>st</sup> March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Lovable Lingerie Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Lovable Lingerie Limited (hereinafter called 'the Company'). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Lovable Lingerie Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial year ended on 31<sup>st</sup> March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and the Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Foreign Direct Investment and External Commercial Borrowing not applicable during the audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('The SEBI'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not relevant / applicable during the year under review)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not relevant / applicable during the year under review)

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not relevant / applicable during the year under review)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not relevant / applicable during the year under review)
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**I further report that** based on the explanation given by the management of the Company, there are no other laws that are specifically applicable to the Company.

I have also examined compliance with the applicable clauses to the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that,** the Board of Directors of the Company is duly constituted with proper balance of Executive, Non – Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review except sad demise of Late Mr. Jaipal Reddy.

Adequate notice is given to all the directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For D. M. Zaveri & Co**

**Company Secretaries  
Dharmesh Zaveri (Proprietor)**

**FCS. No.: 5418  
CP No.: 4363**

**Place: Mumbai  
Date: 10<sup>th</sup> August 2019**

## “ANNEXURE - E”

### CORPORATE GOVERNANCE

The Report on Corporate Governance for the financial year ended 31st March, 2019 containing, inter-alia, the matters as specified in Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is presented hereunder:

Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. The Company’s philosophy on Corporate Governance is aimed at strengthening the confidence of the shareholders in the Company and building a long-term relationship of trust with them by maintaining transparency and periodical disclosures. The Company believes in maintaining high standards of quality and ethical conduct in its operations.

Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times.

This chapter of the annual report together with information given under the chapter entitled Management Discussion and Analysis constitute the compliance report of the Company on Corporate Governance during FY2018-19.

#### 1. THE BOARD OF DIRECTORS

The Board of Directors (‘the Board’) is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

##### (i) Composition:

As on 31<sup>st</sup> March, 2019, the Board of Directors had 5 (Five) Directors, comprising (i) 1 (One) Executive Directors, including the Chairman, and (ii) 4 (Four) Non-Executive Directors out of which 3(Three) were Independent and 1(One) Woman Director. Detailed profiles of the Directors seeking appointment/ re-appointment are given in the Notice of AGM.

The composition of the Board represents an optimal mix of professionalism, knowledge, strategy and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Chairman of the Board is an Executive Director.

The Board continuously reviews the Company’s governance, risk and compliance framework, business plans, and organization structure to align with the global standards and competitive benchmark.

Each Director informs the Company on an annual basis about the Board and Board Committee positions he/she occupies in other companies including Chairmanships and notifies any changes during the term of their Directorship in the Company. None of the Directors on the board hold Directorships in more than 10 (Ten) public companies. Further, none of them is a member of more than 10(Ten) committees or chairman of more than 5(Five) committees across all the public companies in which he/she is a Director. In addition, the Independent Directors provide a confirmation to the effect that they meet the criteria of independence as defined under the Companies Act, 2013.

The Board meets at least once in a quarter to review the Company’s quarterly performance and financial results. Board meetings are governed with a structured agenda. The Board periodically reviews the compliance reports with respect to laws and regulations applicable to the Company.



- (ii) Composition of Lovable's Board and Other Directorships(s) and their attendance in Board Meetings and AGM held during FY2018-19

Name of the Director, Designation & DIN	Category	Number of board meetings during the year 2018-19		Whether Attended last AGM held on September 24, 2018	Number of directorships in other Public Companies	Number of committee positions held in other public companies \$		Inter-se Relationship
		Held	Attended			Chairman	Member	
L Vinay Reddy (Managing Director) DIN: 00202619	Chairman & Non-Independent, Executive	4	4	Yes	1	0	0	Son of Shri L Jaipal Reddy Husband of Smt. Taruna Reddy
L Jaipal Reddy # (Whole-time Director) DIN: 01539678	Non-Independent, Executive	4	2 #	No	1	0	0	Father of Shri L Vinay Reddy Father-in-law of Smt. Taruna Reddy
Anantharaman Mahadevan DIN: 00165226	Independent, Non-Executive	4	3*	Yes	1	0	0	-
Gopal Sehjpal DIN: 00175975	Independent, Non-Executive	4	4*	Yes	1	1	1	-
Sivabalan Paul Pandian DIN: 01573458	Independent, Non-Executive	4	4	Yes	1	0	0	-
Taruna Reddy DIN: 02787135	Non-Independent, Non-Executive	4	3*	Yes	1	0	0	Wife of Shri L Vinay Reddy Daughter-in-law of Shri L Jaipal Reddy

\* Were given leave of absence on request.

# Mr. L Jaipal Reddy demised on 03.09.2018.

\$ For purpose of determination of the number of Committees of the other Companies, Chairpersonships and Memberships of only the Audit Committee and the Stakeholders Relationship Committees have been considered.

**(iii) Details of Directorship held in listed Entity:**

Sr. No.	Name of the Director	Name of the Listed Entities	Category of Directorship
1.	Mr. L Vinay Reddy	-	-
2.	Mr. Gopal Sehjpal	VIP Clothing Limited	Non-Executive, Independent Director
3.	Mrs. Taruna Reddy	-	-
4.	Mr. Sivabalan Paul Pandian	E-Land Apparel Limited	Non-Executive, Independent Director
5.	Anantharaman Mahadevan	-	-

**(iv) Skills / Expertise / Competencies of the Board of Directors**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- a) Knowledge on Company's businesses (garment industry prospects), policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates

- b) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company
- c) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- d) Financial and Management skills,
- e) Technical / Professional skills and specialized knowledge in relation to Company's business.

## 2. MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business.

The Company plans and prepares the schedule of the Board and Board Committee meetings in advance to assist the Directors in scheduling their program. The schedule of meetings and their agenda are set by the Company Secretary in consultation with the Chairman-cum-Managing Director of the Company. The Agenda for the Board and Committee meetings covers items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The agenda of the Board and Committee meetings are pre-circulated in advance with detailed notes and supporting documents.

Under the Companies Act, 2013, the Board of Directors must meet at least four times a year, with a maximum gap of 120 days between two Board meetings. Board met four times during the financial year under review on: 28<sup>th</sup> May, 2018, 7<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 12<sup>th</sup> February, 2019.

## 3. MEETING OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of the independent directors are disclosed on the website of the Company.

During FY2018-19, the Independent Directors of Lovable met one time on February 12, 2019 without the presence of Non-Independent Directors and other members of the management inter-alia to review:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## 4. CODE OF CONDUCT

The Board of Directors has laid down a Code of Conduct for all Board members and employees of the Company.

The code of conduct may be accessed through the web link: [http://lovableindia.in/index.php?route=information/information&information\\_id=22](http://lovableindia.in/index.php?route=information/information&information_id=22)

It is the responsibility of all Directors and employees to familiarize themselves with this Code and comply with its standards. The Board and the senior management of the Company annually affirm compliance with the Code. A certificate of the Chairman-cum-Managing Director to this effect is enclosed as Exhibit 1 to the Corporate Governance Report.

The Company has formulated a Whistle-Blower Policy or Vigil Mechanism under this Code to report concerns on actual or suspected violations of the Code, which:

- takes into account procedures for investigation and communication of any report on any violation or suspected violation of the Code;
- accepts appeal against any decision; and
- encourages the submission of complaint against any retaliation.

The Whistle-blower policy is available on the Company's website [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69).

The complaints and reports submitted to the Company and their resolution status are reported through the Chairman to the Audit Committee and, where applicable, to the Board. During FY2018-19, there were no complaints received under the Whistle Blower mechanism.

## **5. RELATED PARTY TRANSACTIONS**

All transactions entered into with related parties during the financial year 2018-19 were in the ordinary course of business and on arm's length pricing basis. There were no materially significant transactions with related parties during the said financial year which were in conflict with the interest of the Company.

All related party transactions are periodically placed before the Audit Committee and the Board for review and approval, as appropriate. The details of related party transactions are discussed in detail in note 23.10 to the standalone financial statements.

Members of the Board and its committees also submit, on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board.

## **6. FAMILIARIZATION PROCESS FOR INDEPENDENT DIRECTORS**

The Company believes that the Board should be continuously empowered with the knowledge of latest development affecting the Company and the industry as a whole. Updates on relevant statutory changes and judicial pronouncements around important industry related laws are regularly circulated to the Directors. Each Director of the Company has complete access to any Company's information and freedom to interact with the senior management.

The details of the familiarization programmes imparted to Independent Directors is available on the website of the company [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69)

## **7. BOARD EVALUATION**

The Board has carried out an annual evaluation of its own performance, as well as the working of its Committees. The Nomination and Remuneration Committee laid down the criteria for such performance evaluation.

The evaluation process was carried out internally in FY2018-19. Each Board member completed a questionnaire on other Board members for peer evaluation and a questionnaire to provide feedback on Board, its Committees and their functioning. The contribution and impact of individual members was evaluated on parameters such as level of engagement, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. The peer ratings on certain parameters, positive attributes and improvement areas for each Board member were also provided to them in a confidential manner.

## **8. DISCLOSURE ON ACCOUNTING TREATMENT**

The Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

## 9. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

The Board has currently established the following Committees.

### A. Audit Committee:

#### i. Constitution & Composition:

The Audit Committee of the Company presently comprises of 4 (Four) members which includes 3 (Three) Independent Non-executive Directors viz. Mr. Gopal Sehjpal, Mr. Sivabalan Paul Pandian and Mr. Anantharaman Mahadevan and 1 (One) Non-independent, Executive Director, Mr. L Vinay Reddy.

Mr. Gopal Sehjpal is the Chairman of the Committee.

The Audit Committee of the Company is constituted in line with Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. ("Listing Regulations") read with Section 177 of the Companies Act, 2013.

During the year under review, Audit Committee Meetings were held 4 (Four) times on 28<sup>th</sup> May, 2018, 7<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 12<sup>th</sup> February, 2019. The intervening gap between the meetings was within the period prescribed under Regulation 18 of the Listing Regulations, as amended.

The Composition of the Audit Committee and details of attendance of the members at the committee meetings during the year are given below:

Name	Category	No. of Meetings during the financial year 2018-19	Remarks
		Held/ Attended	
Mr. Gopal G. Sehjpal	Chairman	4/4	-
Mr. L Vinay Reddy	Member	4/4	-
Mr. Sivabalan Paul Pandian	Member	4/4	-
Mr. Anantharaman Mahadevan	Member	4/3*	-

\*Leave of absence was granted to the members whenever they could not be physically present for the Committee meeting.

The Chief Financial Officer, representatives of Statutory Auditors, Internal Audit and Finance & Accounts department are invited to the meetings of the Audit Committee, whenever required.

Company Secretary and Compliance Officer acted as the Secretary of the Committee.

The Chairman of the Committee was present at the last Annual General Meeting held on 24<sup>th</sup> September, 2018.

The Committee discharges such duties and functions as indicated in Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and such other functions as may be specifically delegated to the Committee by the Board from time to time.

**ii. Brief Terms of reference:**

The terms of reference of the Audit Committee covers the areas as contemplated under the Listing Agreement, Listing Regulations and Section 177 of the Companies Act, 2013 and inter alia, include the following:

- Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and Quarterly Financial Results and auditors’ report thereon before submission to the board for approval, with particular reference to;
- Reviewing the adequacy of internal audit function;
- Reviewing the significant internal audit findings / related party transactions, reviewing the Management Discussion and Analysis of financial condition and result of operations and also statutory compliance issues relating to financial statements;
- To review the functioning of the Whistle Blower mechanism / Vigil Mechanism;
- Review of matters to be included in the Directors Responsibility Statement, to be included in the Board report.
- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and verify that the systems for internal control are adequate and are operating effectively.

**B. NOMINATION & REMUNERATION COMMITTEE**

**i. Constitution & Composition:**

The Nomination & Remuneration Committee of the Company is duly constituted. The Nomination and Remuneration Committee presently comprises of 3 (Three) members which includes 2 (Two) Independent Non-executive Directors viz. Mr. Gopal G. Sehjpal, Mr. Sivabalan Paul Pandian and 1 (One) Non-independent Executive Director-cum-chairman, Mr. L Vinay Reddy.

Mr. Gopal G. Sehjpal is the Chairman of the Committee.

During the year under review, 2 (Two) Nomination and Remuneration Committee Meetings were held on 7<sup>th</sup> August, 2018 and 12<sup>th</sup> February, 2019.

The Composition of the Nomination and Remuneration Committee (NRC) and details of attendance of the members at the committee meetings during the year are given below:

Name	Category	No. of Meetings during the financial year 2018-19	Remarks
		Held/ Attended	
Mr. L Vinay Reddy	Member	2/2	-
Mr. Sivabalan Paul Pandian	Member	2/2	-
Mr. Gopal G. Sehjpal	Chairman	2/2	-

**ii. Brief Terms of reference:**

The brief terms of reference of Nomination & Remuneration Committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
5. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria;
6. To recommend to the Board all remuneration, in whatever form, payable to senior management.
7. To consider whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
8. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;

**iii. Remuneration policy:**

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The remuneration policy supports such mobility through pay models that are compliant to local regulations. The remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the industry.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its managing director and the executive directors.

NRC decides on the commission payable to the managing director and the executive directors' out of the profits for the financial year and within the ceilings prescribed under the Act based on the performance of the Company as well as that of the managing director and each executive director.

The Remuneration policy of the Company is available on the website of the Company at [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69).

**iv. Details of Remuneration:**

**a) Executive Directors:**

(₹ in lakhs)

Name	Salary	Bonus	Contribution to PF	Perquisites	Total
L Vinay Reddy	18.97	-	-	-	18.97
L Jaipal Reddy *	7.50	-	-	-	7.50

\*L Jaipal Reddy demised on 3<sup>rd</sup> September, 2018.



The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available for the managing director and executive director.

**b) Non-Executive Directors:**

During the year 2018-19, the criteria for making payment of Sitting fees to Non-Executive Directors of the Company is ₹ 11,000/- per Board meeting; ₹ 5,000/-per meeting of the Audit Committee, Nomination and Remuneration Committee & CSR committee and ₹ 2,500/- per Stakeholders' Relationship Committee meeting, were paid to the Non-Executive Directors attending respective meetings.

(₹ in lakhs)

Name	Sitting Fees*	Commission	Total
Anantharaman Mahadevan	0.53	-	0.53
Gopal Sehjpal	0.89	-	0.89
Sivabalan P. Pandian	0.60	-	0.60
Taruna Reddy	0.33	-	0.33

\* Includes sitting fees for Board and Board Committee meetings.

During the year, there were no pecuniary relationships or transactions between the Company and any of its Non-Executive Directors apart from sitting fees received by them for attending the meeting of the Board and/or of Committee thereof.

**c) Details of equity shares of the Company held, if any by the Non-Executive Directors as on March 31, 2019 are given below:**

Name	Number of equity shares
Taruna Reddy	340398
Gopal Sehjpal	Nil
Sivabalan P. Pandian	Nil
Anantharaman Mahadevan	Nil

The Company has no outstanding convertible instruments.

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

**i. Constitution & Composition:**

The Stakeholders' Relationship Committee of the Company comprises of 3 (Three) members which includes 2 (Two) Independent Non-executive Directors viz. Mr. Gopal G. Sehjpal and Mr. Sivabalan Paul Pandian and 1 (One) Non-independent Executive Director, Mr. L Vinay Reddy.

Mr. Gopal G. Sehjpal is the Chairman of the Committee.

The said Committee is constituted in line with the provisions of Regulation 20 of the Listing Regulations read with Section 178 of the Companies Act, 2013.

Company Secretary and Compliance Officer of the Company responsible for redressing investor grievances.

The Stakeholders Relationship Committee is empowered to perform the functions of the Board relating to handling of security holders' queries and grievances. It primarily focuses on:

- Investor complaints and their redressal.
- Review of queries received from investors.
- Review of work done by the share transfer agent.
- Review of corporate actions related to security holders.

During the year under review, Stakeholders' Relationship Committee Meetings were held 4 (Four) times on 28<sup>th</sup> May, 2018, 7<sup>th</sup> August, 2018, 13<sup>th</sup> November, 2018 and 12<sup>th</sup> February, 2019.

The Composition of the Stakeholders' Relationship Committee and details of attendance of the members at the committee meetings during the year are given below:

Name	Category	No. of Meetings held during financial year 2018-19	
		Held	Attended
Mr. Gopal Sehjpal	Chairman	4	4
L Vinay Reddy	Member	4	4
Sivabalan Paul Pandian	Member	4	4

**ii. Brief terms of reference of the Committee inter alia include the following:**

- To look into redressal of grievances of shareholders, debenture holders and other security holders of the Company;
- To consider and resolve grievances of the security holders of the Company including complaints related to transfer and transmission of shares, non- receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Allotment of shares and securities.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- To oversee the performance of the Registrar and Transfer Agents and recommend measures for overall improvement in the quality of investor services;
- To investigate any activity within its terms of reference;
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise, if it considers necessary and have full access to the information contained in the records of the Company.

**iii. Procedure laid down for Stakeholders' Relationship Committee:**

The Company has appointed M/s.Link Intime India Private Limited (formerly Intime Spectrum Registry Limited) as the Registrar and Share Transfer Agent to handle the investor grievances in co-ordination with the Compliance Officer. All grievances can be addressed to the Registrar and Share Transfer Agent. The Company monitors the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

**iv. Details of Stakeholder Complaints**

Sr. No.	Nature of Complaint	Total complaints pending at the beginning of the year	Total complaints received during the year	Total complaints replied during the year	Total complaints pending at the end of the year	Complaints not resolved to the satisfaction of shareholders
1.	Non-receipt of Dividend	Nil	1	1	Nil	Nil
2.	Non-receipt of shares lodged for transfer / exchange	Nil	Nil	Nil	Nil	Nil
3.	Non-receipt of Annual Report	Nil	1	1	Nil	Nil
4.	Others	Nil	Nil	Nil	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>2</b>	<b>2</b>	<b>Nil</b>	<b>Nil</b>

**v. Compliance officer:**

**Divya Shrimali**

Company Secretary & Compliance Officer

**Lovable Lingerie Limited**

A-46, Road No. 2, MIDC,  
Andheri (East),  
Mumbai-400093.  
Contact Number: +91-22-2838 3581  
Fax: +91-22-2838 3582  
Email ID: [divya.shrimali@lovableindia.in](mailto:divya.shrimali@lovableindia.in)

**D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

**i. Constitution & Composition:**

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013 read with rules made there under.

The Committee consists of 3 (Three) members which includes 2 (Two) Independent Non-executive directors viz Mr. Anantharaman Mahadevan and Mr. Gopal G. Sehjpal and 1 (One) Non-independent Executive director, Mr. L Vinay Reddy.

Mr. Anantharaman Mahadevan is the Chairman of the Committee.

During the year under review, 1 (One) CSR Committee Meetings was held on 7<sup>th</sup> August, 2018.

The Composition of the CSR Committee and details of attendance of the members at the committee meetings during the year are given below:

Name	Category	No. of Meetings held during financial year 2018-19	
		Held	Attended
Anantharaman Mahadevan	Chairman	1	1

Name	Category	No. of Meetings held during financial year 2018-19	
		Held	Attended
L Vinay Reddy	Member	1	1
Gopal G. Sehjpal	Member	1	1

\*Was given leave of absence on request.

**ii. The terms of reference of the Corporate Social Responsibility Committee inter alia include the following:**

- a. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- b. To monitor the Corporate Social Responsibility Policy (CSR Policy) of the Company from time to time.
- c. To recommend the amount of expenditure to be incurred on the activities referred above.
- d. To monitor amount spent on the CSR initiatives of the Company as per the CSR policy.

**iii. CSR Policy:**

The CSR Committee formulated and recommended the CSR policy to the Board, during FY2014-15. The CSR Policy of the Company may be accessed through the web link: [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69)

**10. SUBSIDIARY COMPANIES**

The Company does not have any subsidiary Company.

**11. PROHIBITION OF INSIDER TRADING**

The Company has framed a Fair Code of Disclosure to avoid Insider Trading in the Company. This Code of the Company prohibits the Directors of the Company and other designated persons to deal in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company. The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The Board of Directors of the Company has adopted this Code, in line with new SEBI (Prohibition of Insider Trading) Regulations, 2015.

Necessary procedures have been laid down for Directors, officers and employees for trading in the securities of the Company. The policy, procedures and their obligations are periodically communicated to the employees who are considered as insiders of the Company.

Trading window closure, when the Directors and employees are not permitted to trade in the securities of the Company, are intimated to all Directors and employees/Designated persons and other connected persons as decided by the Compliance officer in consultation with the Board, in advance, whenever required.

The Fair Code of Disclosure and the Code for Insider Trading is available on the website of the Company at [http://lovableindia.in/index.php?route=information/information&information\\_id=23](http://lovableindia.in/index.php?route=information/information&information_id=23).

**12. MANAGEMENT DISCLOSURES**

Senior management of the Company (Senior Director level and above, as well as certain identified key employees) make annual disclosures to the Board relating to all material financial and commercial transactions in which they may have personal interest, if any, and which may have a potential conflict with the interest of the Company.

Transactions with Key Managerial Personnel are listed in the financial section of this annual report under Related Party Transactions.

### 13. INTERNAL CONTROL SYSTEMS

Lovable has both external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board recognizes the work of the auditors as an independent check on the information received from the management on the operations and performance of the Company. The Board and the management periodically review the findings and recommendations of the statutory and internal auditors and takes corrective actions, whenever necessary.

#### INTERNAL CONTROLS

The Company maintains a system of internal controls designed to provide reasonable assurance regarding:

- Effectiveness and efficiency of operations.
- Adequacy of safeguards for assets.
- Reliability of financial controls.
- Compliance with applicable laws and regulations.

### 14. CEO AND CFO CERTIFICATION

A certificate availed from Chairman & Managing Director and the Chief Financial Officer of the Company on financial statements and applicable internal controls as stipulated under Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is enclosed as **Exhibit 2** to this chapter.

### 15. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE

The Company has availed a certificate from Aditi Pitty & Associates, Company Secretaries in Practice that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any other Statutory Authority. Said Certificate is enclosed as **Exhibit 3** herewith as part of this Report.

### 16. STATUTORY AUDIT

For FY2018-19, M/s. DMKH & Co., Chartered Accountants audited the financial statements prepared under the Indian Accounting Standards (Ind AS).

The independent statutory auditor renders an opinion regarding the fair presentation in the financial statements of the Company's financial condition and operating results. Their audits are made in accordance with generally accepted auditing standards and include a review of the internal controls, to the extent necessary, to determine the audit procedures required to support their opinion.

### 17. GENERAL BODY MEETINGS

(i) Location and time, where last three Annual General Meetings (AGMs) were held, are as follows:

Financial Year	Day & Date	Time	Location	Special Resolutions Passed at the AGM
2015-16	Saturday, 24 <sup>th</sup> September, 2016	11.00 A.M.	CTC Banquets , Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai – 400069	Re-appointment of Mr. L Jaipal Reddy as Whole-Time Director.

Financial Year	Day & Date	Time	Location	Special Resolutions Passed at the AGM
2016-17	Wednesday 30 <sup>th</sup> August, 2017	11:00 A.M.	CTC Banquets , Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai – 400069	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Gopal Sehjpal as an Independent Director of the Company.</li> <li>2. Re-appointment of Mr. Anantharaman Mahadevan as an Independent Director of the Company.</li> <li>3. Re-appointment of Mr. Sivabalan Pandian as an Independent Director of the Company.</li> </ol>
2017-18	Monday 24 <sup>th</sup> September, 2018	3:00 P.M.	CTC Banquets , Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai – 400069	Continuance of appointment of Mr. Gopal Sehjpal as an Independent Non-Executive Director.

**(ii) Extraordinary general meeting:**

No extraordinary general meeting of the members was held during the year 2018-19.

**(iii) Postal Ballot**

No postal Ballot was conducted during the year 2018-19.

**MEANS OF COMMUNICATION**

Website: The Company's website [www.lovableindia.in](http://www.lovableindia.in) contains a separate dedicated section 'Investor Relations' where shareholders information is available. Full Annual Report is also available on the website in a user friendly and downloadable form.

Financial Results: The annual, half-yearly and quarterly results are posted by the Company on its website [www.lovableindia.in](http://www.lovableindia.in). These are also submitted to the Stock Exchange(s) in accordance with the Listing Regulations and published in widely circulated national newspapers such as The Business Standard (all English & Hindi Editions) and the local vernacular daily Marathi of 'Navshakti' (Mumbai Edition).

Annual Report: Annual Report containing inter alia Audited Annual Accounts, Boards' Report, Auditors' Report, and other important information is circulated to Members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report. The annual report is also available on the website in a user-friendly and downloadable form.

Corporate filing: Announcements, Quarterly Results, Shareholding Pattern etc. of the Company are regularly filed by the Company with the Stock Exchanges and are available on the website of BSE Ltd. - [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. - [www.nseindia.com](http://www.nseindia.com).

**COMPLIANCES WITH STOCK EXCHANGES**

National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE) maintain separate online portals for electronic submission of information by listed companies.

Various communications such as notices, press releases and the regular quarterly, half-yearly and annual compliances and disclosures are filed electronically on these online portals.



## GENERAL SHAREHOLDER INFORMATION

### i. Registered and Corporate Office

#### Lovable Lingerie Limited

A-46, Road No.2, MIDC, Andheri (East), Mumbai 400 093, Maharashtra, India.

Tel: 022 2838 3581 Fax: 022 2838 3582

Website: [www.lovableindia.in](http://www.lovableindia.in)

CIN: L17110MH1987PLC044835

E-mail Id: [corporate@lovableindia.in](mailto:corporate@lovableindia.in)

### ii. Annual General Meeting

<b>Date</b>	: Thursday, 26 <sup>th</sup> September, 2019
<b>Time</b>	: 03.00 P.M.
<b>Venue</b>	: CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, (Telli Galli), Andheri (East), Mumbai-400 069.
<b>Financial Year</b>	: 1 <sup>st</sup> April to 31 <sup>st</sup> March
<b>Book Closure</b>	: Sunday, 22 <sup>nd</sup> September 2019 to Wednesday, 25 <sup>th</sup> September, 2019
<b>Date of Dividend Payment</b>	: On or before 25 <sup>th</sup> October, 2019
<b>Last date for receipt of proxy forms</b>	: Saturday, 24 <sup>th</sup> September 2019 before 03.00 P.M. at Registered Office of the Company.

### iii. Calendar of Financial Year ending 31<sup>st</sup> March, 2019

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31<sup>st</sup> March, 2019 were held on the following dates:

First Quarter Results	7 <sup>th</sup> August, 2018
Second Quarter and Half yearly Results	13 <sup>th</sup> November, 2018
Third Quarter Results	12 <sup>th</sup> February, 2019
Fourth Quarter and Annual Results	29 <sup>th</sup> May, 2019

### iv. Tentative Calendar of Financial Year ending 31<sup>st</sup> March, 2020

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31<sup>st</sup> March, 2020 are as follows:

For the quarter ended June 30, 2019	10 <sup>th</sup> August 2019 (Actual date)
For the quarter and half-year ending September 30, 2019	Last week of October or 1 <sup>st</sup> week of November, 2019
For the quarter and nine months ending December 31, 2019	Last week of January or 1 <sup>st</sup> week of February, 2020
For the year ending March 31, 2020	Last week of May, 2020
AGM for the year ending March 31, 2020	August 2020 or September, 2020

### v. Details of Book Closure for Equity Shareholders: 22<sup>nd</sup> September 2019 to 25<sup>th</sup> September 2019 (both days inclusive).

### vi. Registrar and Transfer Agent

M/s Link Intime India Private Limited

C 101, 247 Park, L B S Marg,

Vikhroli West, Mumbai 400 083

Tel No: +91 22 49186000

Fax: +91 22 49186060 Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## vii. Description of Voting Rights

All shares issued by the Company carry equal voting rights.

## viii. Listing Details

### BSE Limited (BSE)

Phiroze Jeejeebhoy Towers  
Dalal Street Mumbai- 400001.  
Scrip Code: 533343

### National Stock Exchange of India Limited (NSE)

Exchange Plaza', C - 1, Block G,  
Bandra-Kurla Complex, Bandra (E), Mumbai 400051.  
Symbol: LOVABLE

## ix. Listing Fees

Listing Fees for the FY2019-20 have been paid, within the stipulated time, to BSE Limited and National Stock Exchange of India Ltd, where the Company's Equity Shares continue to be listed.

## x. Market Price Data

The monthly high and low prices of the Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31st March, 2019 are as under:

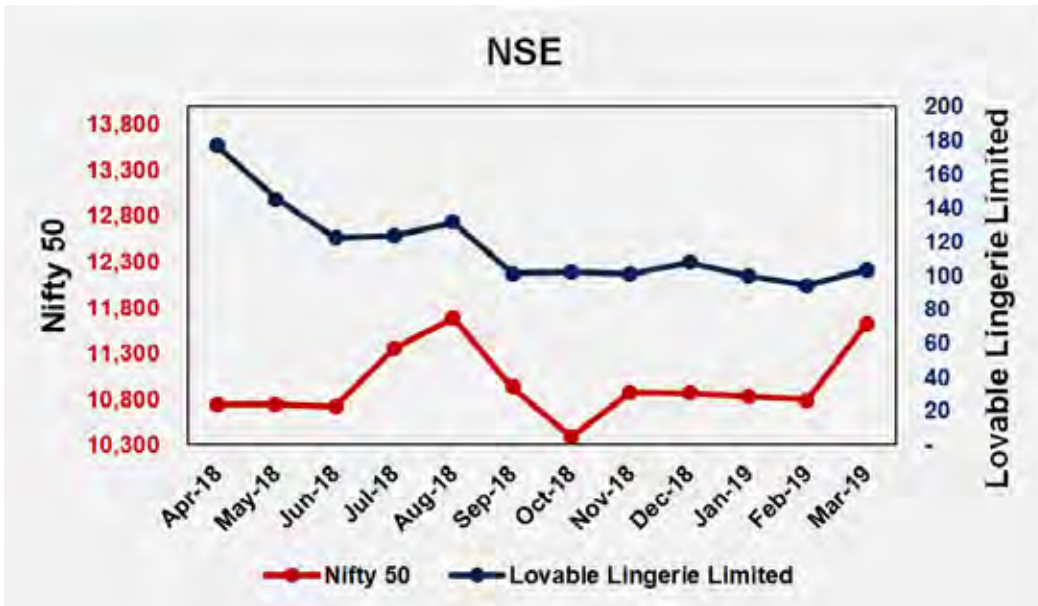
(In ₹)

Month	BSE		NSE	
	High	Low	High	Low
<b>2018</b>				
April	187.8	160.4	180.4	175.5
May	184.0	143.2	149.3	144.4
June	153.2	116.2	125.45	144.4
July	132.0	109.3	127.8	117.9
August	140.8	120.25	133.7	129.1
September	135.0	100.0	109.5	99.35
October	120.5	94.0	103.35	101.2
November	115.0	97.2	103	100.45
December	114.5	91.5	109.5	105
<b>2019</b>				
January	125.95	97.4	103.5	99.5
February	101.9	87.0	95.25	93.85
March	112.8	95.0	103.85	101.95

(Source: The information is compiled from the data available on the BSE & NSE Websites.)

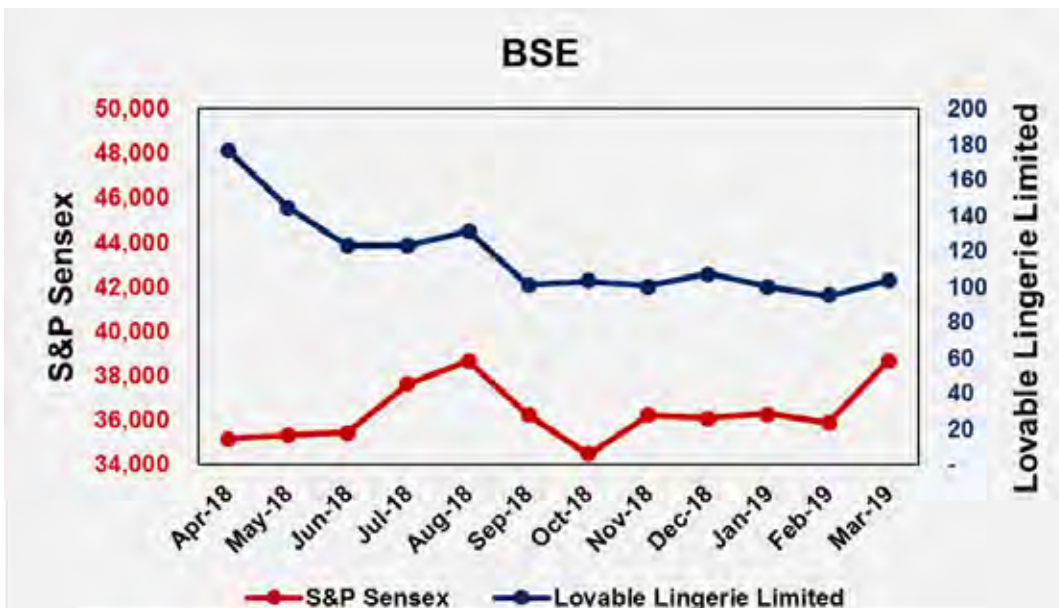
xi. Share Price Performance In Comparison To Broad-Based Indices – BSE Sensex And NSE Nifty

(a) LLL share price performance versus CNX Nifty



(Source: Compiled from NSE website)

(b) LLL share price performance versus BSE Sensex



(Source: Compiled from NSE website)

**xii. Shareholding as on 31st March, 2019**

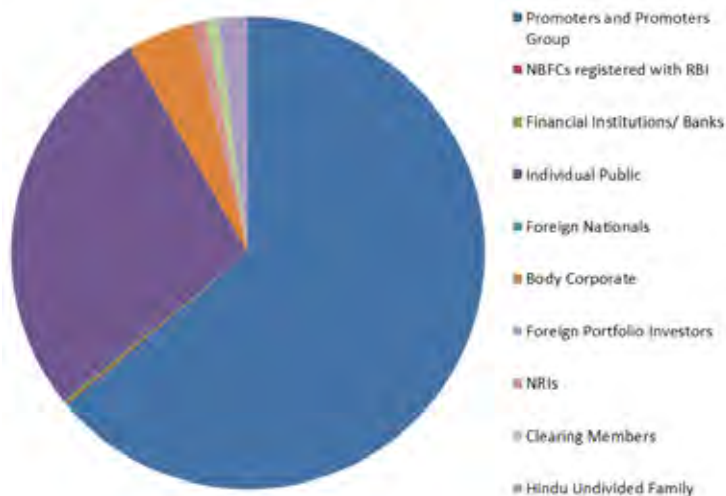
**a. Distribution of Shareholding according to Shareholder's Class as on March 31, 2019**

No. of shares	No. of Accounts		Shares of face value Re. 10/- each	
	Numbers	% to total accounts	Numbers	% to total shares
1 - 500	21438	92.81	2091762	14.13
501 – 1000	957	4.14	752105	5.08
1001 – 2000	389	1.68	584060	3.95
2001 – 3000	126	0.55	320257	2.16
3001 – 4000	40	0.17	142725	0.96
4001 – 5000	44	0.19	208731	1.41
5001 – 10000	60	0.26	422962	2.86
10001 & above	46	0.20	10277398	69.45
<b>Total</b>	<b>22758</b>	<b>100.00</b>	<b>14800000</b>	<b>100.00</b>

**b. Distribution of Shareholding on the basis of Ownership as on March 31, 2019**

Category	Number of Shares Held	% of Total
Promoter and Promoter Group	9449283	63.85
Financial Institutions / Banks	29082	0.20
Individual Public	4069796	27.50
Foreign Nationals	59	0.00
Bodies Corporate	665278	4.50
Foreign Portfolio Investors	150	0.00
NRIs	142393	0.95
Clearing Members	121891	0.82
Hindu Undivided Family	300325	2.03
NBFCs registered with RBI	21743	0.15
<b>Total</b>	<b>14800000</b>	<b>100.00</b>

**Shareholding Pattern**



### xiii Shares held in Physical and Dematerialised Form

Breakup of physical and dematerialised shares as on March 31, 2019:

	No. of Shares	%	No. of folios	%
Physical	11	0.00	2	0.01
<b>Demat</b>				
NSDL	12488410	84.38	13327	57.69
CDSL	2311579	15.62	9771	42.30
<b>Total</b>	<b>14800000</b>	<b>100.00</b>	<b>23100</b>	<b>100.00</b>

Shares in Demat mode have more liquidity as compared to shares held in physical mode. Therefore, the Company recommends shareholders holding shares in physical form to convert their shareholdings to demat mode.

### xiv. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ ADRs / warrants or any other convertible instruments, in the past and hence as on March 31, 2019, the Company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

### xv. Plant Locations

Sr. No.	Factory Address
1	Plot No. 9 & 10, John Avenue Pvt. Road, Manipal County Cross, Off Hosur Road, Singasandra, Bengaluru – 560 068.
2	46/2, Guruprasanna Industrial Area, Doddakallasandra, Konanakunte cross, Kanakapura Road, Bengaluru – 560 062. (Daisy Dee factory)
3	Attayampalayam Village, Gangapuram Post, Near Texvalley, Chithode Via, Erode District. - 638102
4	Dag No.877, K.P Patta No.81, Village- NizSindurighopa, Chokigate, Kamrup, Assam- 781 101.

### xvi. Share Transfer System

All queries and requests relating to share transfers/transmissions may be addressed to our Registrar and Transfer Agent – M/s.Link Intime India Private Limited. To expedite the process of share transfers, the Company Secretary has the power to attend to the share transfer formalities at regular intervals.

### xvii. Report on Corporate Governance

The Company regularly submits to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance. A certificate from the Practicing Company Secretary on Corporate Governance is attached as **Exhibit 4** to the report.

### xviii. Commodity Price or Foreign Exchange Risk

Not Applicable

### xix. Address for Correspondence

Investor correspondence should be addressed to M/s. Link Intime Pvt. Ltd., whose address is provided in this section of the Annual Report.

Members can contact us at the registered office of the Company at the following address:

### **M/s Lovable Lingerie Limited**

A-46, Street No. 2, MIDC, Andheri (East), Mumbai- 400093.  
 Tel No. 022-28383581, Fax No.-022-28383582.  
 Email: [corporate@lovableindia.in](mailto:corporate@lovableindia.in)

To allow us to serve shareholders with greater speed and efficiency, the Company strongly recommends email-based correspondence on all issues, which do not require signature verification for being processed.

#### **xxi. Consolidation of Shares under one folio**

The Company would urge shareholders holding shares of LLL under different folios to consolidate the shares under one folio. This would substantially reduce paper work and transaction costs, and benefit the shareholders and the Company. Shareholders can do so by writing to the Registrar with details on folio numbers, order of names, shares held under each folio, and the folio under which all shareholding should be consolidated. Share certificates need not be sent.

#### **xxii. Share Capital & Secretarial Audit**

For each quarter of FY2018-19, a qualified Practicing Company Secretary carried out the reconciliation of share capital audit to reconcile the total admitted share capital with NSDL and CDSL, total issued and listed share capital. The reports confirm that the total issued/paid up share capital is in agreement with the total number of shares in physical form and dematerialized form held with NSDL and CDSL.

In addition to the above and pursuant to Section 204 of the Companies Act, 2013 and corresponding Rule 9 of The Companies (Appointment and Remuneration Personnel) Rules, 2014, a secretarial audit for FY2018-19 was carried out by M/s D. M. Zaveri & Co., Practicing Company Secretaries, having more than 17 years of experience. The secretarial audit report forms a part of this annual report.

#### **xxiii. Transfer of Unclaimed Dividend to IEPF:**

Pursuant to Section 124(5) of Companies Act, 2013 and Sections 205A and other applicable provisions, if any, of the Companies Act, 1956, dividends that are unclaimed for a period of seven years, are statutorily required to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government.

During the period under review Company has transferred unpaid dividend of 2010-11 to IEPF account amounting ₹24,575.

Members, who have not yet encashed their dividend warrant(s), are requested to make their claims without any delay to the Company's Registrar and Transfer Agent, i.e. Link Intime India Private Limited. Pursuant to section 124 of Companies Act 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24<sup>th</sup> September, 2018 (date of last Annual General Meeting) on the website of the Company ([www.lovableindia.in](http://www.lovableindia.in)), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

#### **xxv. Calendar for transfer of unclaimed dividend to IEPF:**

<b>Financial Year</b>	<b>Type of Dividend</b>	<b>Date of Declaration</b>	<b>Amount Outstanding as on 31<sup>st</sup> March 2019 (in `)</b>	<b>Due for transfer to IEPF</b>
2011-12	Final	12/09/2012	45,306	20/10/2019
2012-13	Final	29/07/2013	51,084	05/09/2020
2013-14	Final	25/09/2014	47,946	02/11/2021



Financial Year	Type of Dividend	Date of Declaration	Amount Outstanding as on 31 <sup>st</sup> March 2019 (in `)	Due for transfer to IEPF
2014-15	Interim	13/08/2014	1,25,266	20/09/2021
2015-16	Interim	10/03/2016	70,871	17/04/2023
2016-17	Final	30/08/2017	1,12,759	07/10/2024

**xxvi. The Annual Report will be sent through e-mail to all those Shareholders who have registered their e-mail id with the company and the Depository Participants. Those members who have not registered their e-mail id, the Annual Report will be sent in physical form and these members are requested to register their e-mail id's with the Company's Registrar & Transfer Agent i.e. Link Intime India Private Limited or with their DPs.**

**xxvii. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) act, 2013**

1. Number of complaints filed during the Financial Year 2018-19: NIL
2. Number of complaints disposed during the Financial Year 2018-19: NIL
3. Number of complaints pending as on end of the Financial Year 2018-19: NIL

**xxvii. Other Disclosures**

- a). The Register of contracts containing transactions, in which directors are interested, is placed before the Board of Directors regularly. The transactions with the related parties are disclosed in the Financial Statements. All transactions entered into with related parties as defined under the Companies Act and Listing Regulations during the financial year were in the ordinary course of business and at Arm's length. These have been approved by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link: [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69) .
- b). There has not been any non-compliance of mandatory requirements, expected of the Company. No penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI, or any statutory authority for matters related to capital markets during the last 3 years.
- c). Details of Committee recommendations not accepted by the Board: None
- d). Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which statutory auditor is a part: 9,25,750/-
- e). The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link [http://lovableindia.in/index.php?route=information/information&information\\_id=69](http://lovableindia.in/index.php?route=information/information&information_id=69).
- f). Details of compliance with mandatory requirements and adoption / non-adoption of the Non- mandatory requirements:
  - i. The Company complies with all the mandatory requirements specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - ii. The Company does not send half-yearly financial results including summary of the significant events in the last six months to the household of each shareholder. However, the financial results are published in the newspapers and also posted on the website of the Company and the websites of BSE and NSE.

- iii. The Financial statements of the Company have not been qualified by the Auditors.
- iv. The Company does not have separate position for Chairman & Managing Director.
- v. The Company has appointed M/s. Bathiya & Associates LLP as the Internal Auditors of the Company. The Internal Auditor reports their findings to the Audit Committee of the Company.
- g) The Company does not have any Policy on Material Subsidiary since it does not have any subsidiary.
- h) The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations.

**xxviii. Certificate on Corporate Governance**

As stipulated in Para E of Schedule V of the Listing Regulations, the Certificate regarding compliance of conditions of corporate governance is attached herewith as **Exhibit 4**.

**For Lovable Lingerie Limited,**

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

**Mumbai, 10<sup>th</sup> August, 2019**

**DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT  
Exhibit 1**

I, L Vinay Reddy, Chairman and Managing Director of Lovable Lingerie Limited (“the Company”), hereby confirm pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 that:

- The Board of Directors of Lovable has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website i.e. www.lovableindia.in
- I declare that, to the best of my information, all the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2019.

For **Lovable Lingerie Limited**

**Sd/-  
L Vinay Reddy  
Managing Director**

**Mumbai, 10<sup>th</sup> August, 2019**

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**Exhibit 2  
CEO & CFO CERTIFICATE TO THE BOARD**

(Pursuant to Regulation 17(8) of the Listing Regulations)

To,  
The Board of Directors,  
**Lovable Lingerie Limited**

We, the undersigned, in our respective capacities as Chief Executive Officer and Chief Financial Officer of Lovable Lingerie Limited (“the Company”), to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the Cash flow statement for the Financial Year ended 31<sup>st</sup> March, 2019 and based on our knowledge and belief certify that:
  - These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - These statements together present a true and fair view of the Company’s affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s code of conduct. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct adopted by the Company.

Further, we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the same pertaining to financial reporting and have disclosed to the Statutory Auditors and the Audit Committee, wherever applicable:

- deficiencies in the design or operation of the internal control, if any, which we are aware of and the steps we have taken or propose to take to rectify these deficiencies;
- Significant changes, if any, in the internal controls over the financial reporting during the year ;

- Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

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

**Sd/-**  
**R.Govindarajan**  
**Chief Financial Officer**

**Place: Mumbai**  
**Date: May 29, 2019**

**Exhibit-3**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members of  
**Lovable Lingerie Limited**  
A-46, Street No.2, MIDC,  
Andheri (East), Mumbai- 400093

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Lovable Lingerie Limited having CIN: L17110MH1987PLC044835 and having registered office at A-46, Street No.2, MIDC, Andheri (East), Mumbai- 400093 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

<b>Sr. No</b>	<b>Name of Director</b>	<b>DIN</b>
1	Lattupalli Vinay Reddy	00202619
2	Gopal Krishan Sehjpal	00175975
3	Anantharaman Mahadevan	00165226
4	Sivabalan Paul Pandian	01573458
5	Taruna Vinay Reddy	02787135

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Aditi Pitty & Associates**  
Company Secretaries

**Date: August 10, 2019**  
**Place: Sojat City**

**Sd/-**  
**Aditi Pitty**  
C P No: 21449  
ACS No.: 56821

**Exhibit 4**  
**CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members,  
**Lovable Lingerie Ltd.**

We have examined the compliance of conditions of Corporate Governance by Lovable Lingerie Ltd. ("the Company") for the year ended 31<sup>st</sup> March, 2019 as stipulated under Schedule V of Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For SS Lunkad & Associates,  
Company Secretaries**

**Sd/-  
Sushmita Swarup Lunkad  
ACS.No. 54915  
CP No. 20418**

**Place: Jalgaon  
Dated: August 10, 2019**

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of,  
**LOVABLE LINGERIE LIMITED**

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Lovable Lingerie Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, and the Statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit and total comprehensive income (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be key audit matter to be communicated in our report.

Sr. No	Key Audit Matter	Auditors Response
1.	<p>Measurement of Investment in accordance with Ind AS 109 "Financial Instruments"</p> <p>On initial recognition, investment is recognized at fair value in case of investment which is recognized at fair value through OCI. In that case that transaction costs are attributable to the acquisition value of the investments.</p> <p>The Company's investment are subsequently classified into following categories based on the objective to manage the cash flows and options available in the standard:</p>	<p>Principal Audit procedure:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the companies objectives for such investments and assessment thereof in terms of Ind AS 109.</li> <li>• Obtaining an understanding of the determination of the measurement of the investments and tested the reasonableness of the significant judgement applied by the management.</li> <li>• Evaluated the design of internal controls relating to measurement and also tested the operating effectiveness of the aforesaid controls.</li> </ul>



	<ul style="list-style-type: none"> <li>• At amortised cost</li> <li>• At fair value through profit or loss (FVTPL)</li> <li>• At fair value through Other comprehensive Income (FVTOCI)</li> </ul> <p>Since valuation of investment at fair value involves critical assumptions, significant risk in valuation and complexity in assessment of objectives, the valuation of investments as per Ind AS 109 is determined to be a key audit matter in our audit of the standalone financial statements. .</p>	<ul style="list-style-type: none"> <li>• Obtaining understanding of basis of valuation adopted in respect of fair value investment and ensured that valuation techniques used are appropriate in circumstances and for which sufficient data are available to measure fair value.</li> <li>• Assessed the appropriateness of the discloser in the standalone financial statements in accordance with the applicable financial reporting framework.</li> </ul>
2	<p>Valuation accuracy completeness and disclosures pertaining to inventories with reference to IND AS 2.</p> <ul style="list-style-type: none"> <li>• Inventories constitutes material component of Financial Statement. Correctness, completeness and valuation are critical for reflecting true and fair financial results of operations.</li> </ul>	<p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows</p> <ul style="list-style-type: none"> <li>• We assessed the company's process regarding maintenance of records valuation and accounting of transactions relating to inventory as per the Ind AS 2</li> <li>• We have evaluated the design of internal controls relating to recording and valuation of inventory</li> <li>• We have carried out substantive audit procedures at financial and assertion level to verify the allocation of overheads to inventory.</li> </ul>

### Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risk of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we may have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Emphasis of Matter**

We draw attention to note no. 23 of the financial statements which states that during the period there is short receipt of ₹ 4,15,91,552 insurance claim and loss of stock in connection with the fire accidents in one of the units .

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 'A'** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **“Annexure B”**.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For DMKH & Co.**  
**Chartered Accountants**  
**Firm’s Registration No. : 116886W**

**Durgesh Kumar Kabra**  
**Partner**  
**Membership No. 044075**

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2019**

## ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

### Referred to in Paragraph 2 under the heading of “Report on other Legal and Regulatory Requirements” of our report to the members of Lovable Lingerie Limited of even date

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we report that: -

- i. In respect of companies fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over regular interval. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c) According to the information and explanations given to us, the title deeds of immovable properties included in fixed assets are held in the name of the Company.
- ii.
  - a) As explained to us, management has conducted physical verification of inventory at regular intervals during the year.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the Management were reasonable and adequate in relation to the size of the Company and nature of its business.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii. According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii) (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investment and providing guarantees and securities, as applicable.
- v. In The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provision of Section 73 to 76 of the Act, any other relevant provision of the Act and the relevant rules framed thereunder.
- vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the companies Act, 2013 for the business activities carried out by the company, thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii.
  - a) According to information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Cess, Professional Tax and other material statutory dues applicable to it with the appropriate authorities.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees’ State Insurance, Income-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess and other material statutory dues excepting those mentioned hereunder.

- c) According to the information and explanations given to us, there are no dues in respect of, Income-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess that have not been deposited with appropriate authorities on account of dispute.

Name of Statute	Nature of Dues	Amount ( )	Period to which amt. relates	Forum where disputes is pending
Customs Act	Demand	*47,19,798	AY 2010-11	Com. Of Customs, Bengaluru
Income Tax Act	Asst. Demand	9,54,730	AY 2010-11	ITAT, Mumbai
Income Tax Act	Asst. Demand	30,70,130	AY 2011-12	ITAI, Mumbai
Income Tax Act	Asst. Demand	25,05,750	AY 2012-13	CIT (A), Mumbai

\*The amount indicated is after reducing of ₹ 27,77,000/- which has been paid under protest.

- viii. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings from banks and debenture holders. The Company has not taken any loans from Government or any Financial Institution.
- ix. Based on audit procedure and on the basis of information and explanation given by the management, we are of the opinion that money raised by Company by way of term loan has been applied for the purpose for which they were raised. The Company did not raise any money by way of Initial Public offer or further public offer.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. During the Year, the company has not made any preferential allotment or private placement of shares fully or partly paid convertible debentures and hence, reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In Our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For DMKH & Co.**  
**Chartered Accountants**  
**Firm's Registration No. : 116886W**

**Durgesh Kumar Kabra**  
**Partner**  
**Membership No. 044075**

**Place: Mumbai**  
**Date: 29th May, 2019**

## Annexure “B” to the Auditors’ Report

Referred to in Paragraph 1(g) under the heading of “Report on other Legal and Regulatory Requirements” of our report to the members of Lovable Lingerie Limited of even date

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Lovable Lingerie Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.  
Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DMKH & Co.**  
**Chartered Accountants**  
**Firm's Registration No. : 116886W**

**Durgesh Kumar Kabra**  
**Partner**  
**Membership No. 044075**

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2019**

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019

Particulars	Note No.	As at 31 March, 2019	As at 31 March, 2018
<b>A ASSETS</b>			
<b>1 Non-Current Assets</b>			
(i) Tangible assets			
Property, Plant and Equipment	2	19,35,15,118	19,66,45,723
Capital work-in-progress		-	30,33,392
Intangible assets	2	5,37,02,927	6,15,51,581
Financial Assets		-	-
Investments	3	60,78,38,946	44,20,43,838
Loans	4	3,49,21,506	2,12,27,559
Other Non-current assets	5	4,31,23,915	14,57,85,958
		<b>93,31,02,412</b>	<b>87,02,88,051</b>
<b>2 Current Assets</b>			
Inventories	6	54,40,70,617	45,88,96,503
Financial Assets		-	-
Investments		-	-
Trade receivables	7	44,28,57,832	46,99,06,152
Cash and cash equivalents	8	1,89,77,427	4,82,78,670
Loans	9	3,54,57,997	1,29,34,654
Other current assets	10	4,89,42,335	4,59,87,811
		<b>1,09,03,06,208</b>	<b>1,03,60,03,790</b>
		<b>2,02,34,08,620</b>	<b>1,90,62,91,841</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
Equity Share Capital	11	14,80,00,000	14,80,00,000
Other Equity	12	1,50,66,62,354	1,50,51,99,981
		<b>1,65,46,62,354</b>	<b>1,65,31,99,981</b>
<b>2 Non-Current Liabilities</b>			
Deferred tax liabilities (net)		8,70,21,371	8,19,51,316
Provisions	13	1,60,50,114	31,18,379
		<b>10,30,71,486</b>	<b>8,50,69,695</b>
<b>3 Current Liabilities</b>			
<b>Financial Liabilities</b>			
Trade payables		23,61,50,976	13,13,43,796
Other current liabilities	14	2,28,51,738	2,59,51,612
Provisions	15	66,72,067	1,07,26,757
		<b>26,56,74,781</b>	<b>16,80,22,164</b>
<b>TOTAL</b>		<b>2,02,34,08,620</b>	<b>1,90,62,91,841</b>
See Significant Accounting Policies and Notes on Financial Statements		1 to 24	

As per our report of even date attached

For and on behalf of the Board of Directors

For DMKH & CO.

**Chartered Accountants**  
FRN 116886W

**Durgesh Kumar Kabra**  
Partner  
Membership No.: 044075  
Mumbai, May 29, 2019

**Mr. L Vinay Reddy**  
Managing Director  
(DIN:00202619)

**Ms. Divya Shrimali**  
Company Secretary  
(M.No. ACS45803)

**Taruna Vinay Reddy**  
Director  
(DIN:02787135)

**Mr. R. Govindarajan**  
Chief Financial Officer

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

Particulars	Note No.	For the period ended 31 March, 2019	For the year ended 31 March, 2018
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations	16	1,75,50,53,886	1,75,90,68,593
2 Other income	17	2,06,05,131	4,33,83,079
<b>3 Total revenue (1+2)</b>		<b>1,77,56,59,016</b>	<b>1,80,24,51,672</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	18A	62,12,17,103	53,04,54,793
(b) Purchases of stock-in-trade	18B	25,68,59,563	19,88,55,713
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	18C	(7,04,88,243)	13,63,76,770
(d) Employee benefits expense	19	24,91,26,315	26,78,37,122
(e) Finance costs	20	7,22,721	1,00,23,420
(f) Depreciation and amortisation expense	2	1,68,62,667	3,42,50,872
(g) Other expenses	21	62,75,07,906	53,40,29,052
<b>Total expenses</b>		<b>1,70,18,08,032</b>	<b>1,71,18,27,744</b>
Profit before Exceptional items		7,38,50,985	9,06,23,929
Extra-ordinary Item	22	<b>4,15,91,552</b>	<b>14,02,58,693</b>
<b>5 Profit before tax</b>		<b>3,22,59,432</b>	<b>(4,96,34,765)</b>
<b>6 Tax expense:</b>			
(a) Current tax expense for current year		1,73,61,818	(3,07,73,604)
(b) Provision of Income Tax for earlier years		-	12,23,306
(c) Deferred tax		67,43,093	37,20,217
		<b>2,41,04,911</b>	<b>(2,58,30,081)</b>
<b>7 Profit from continuing operations</b>		<b>81,54,522</b>	<b>(2,38,04,684)</b>
<b>8 Profit for the year</b>		81,54,522	(2,38,04,684)
<b>OTHER COMPREHENSIVE INCOME</b>			
i Items that will not be reclassified to Statement of Profit or Loss		(83,65,186)	(3,81,77,374)
ii Income Tax relating to Items that will not be reclassified to Statement of Profit or Loss		16,73,037	(22,43,257)
iii Items that will be reclassified to Statement of Profit or Loss		-	-
iv Income Tax relating to Items that will be reclassified to Statement of Profit or Loss		-	-
Other comprehensive Income for the year .. Net of tax		(66,92,149)	(4,04,20,631)
<b>Total Comprehensive Income for the year Net of Tax</b>		<b>14,62,373</b>	<b>(6,42,25,315)</b>
9.i Earnings per share (of ₹ 10/- each):			
(a) Basic			
(i) Continuing operations		(1.61)	7.65
<b>(ii) Total operations</b>		<b>(1.61)</b>	<b>7.65</b>
9.ii Earnings per share (excluding extraordinary items) (of ₹ 10/- each):			
(a) Basic			
(i) Continuing operations		7.87	10.02
<b>(ii) Total operations</b>		<b>7.87</b>	<b>10.02</b>
(b) Diluted			
(i) Continuing operations		7.87	10.02
<b>(ii) Total operations</b>		<b>7.87</b>	<b>10.02</b>

See accompanying notes forming part of the financial statements

As per our report of even date attached  
For DMKH & CO.

**Chartered Accountants**  
FRN 116886W

**Durgesh Kumar Kabra**  
Partner  
Membership No.: 044075  
Mumbai, May 29, 2019

For and on behalf of the Board of Directors

**Mr. L Vinay Reddy**  
Managing Director  
(DIN:00202619)  
**Ms. Divya Shrimali**  
Company Secretary  
(M.No. ACS45803)

**Taruna Vinay Reddy**  
Director  
(DIN:02787135)  
**Mr. R. Govindarajan**  
Chief Financial Officer

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2019

	As at 31 March, 2019	As at 31 March, 2018
<b>(A) EQUITY SHARE CAPITAL</b>		
Opening Balance	14,80,00,000	16,80,00,000
Change During The Year	-	-2,00,00,000
<b>Closing Balance</b>	<b>14,80,00,000</b>	<b>14,80,00,000</b>
<b>(B) OTHER EQUITY</b>		
<b>Retained Earnings</b>		
Opening Balance	90,29,40,537	96,71,65,851
Profit For The Year	81,54,521	-2,38,04,684
<b>Other Comprehensive Income/(Loss) For The Year</b>		
Fair Value Changes On Investments	-66,92,149	-4,93,93,660
Re-measurement Gains/ (Losses) on Defined Benefit Plans	-	89,73,029
<b>Closing Balance</b>	<b>90,44,02,909</b>	<b>90,29,40,537</b>
<b>Securities Premium Reserve</b>		
Opening Balance	51,71,19,445	1,00,16,83,036
Change During The Year		
Utilised for Buyback of 2000000 Equity shares @ ₹ 240/- Each	-	-48,00,00,000
Expenses incurred in connection with Buyback of shares	-	-45,63,592
<b>Closing Balance</b>	<b>51,71,19,445</b>	<b>51,71,19,445</b>
<b>General Reserve</b>		
Opening Balance	8,51,40,000	8,51,40,000
Change During The Year	-	-
<b>Closing Balance</b>	<b>8,51,40,000</b>	<b>8,51,40,000</b>
<b>TOTAL OTHER EQUITY</b>	<b>1,65,46,62,354</b>	<b>1,65,31,99,981</b>

As per our report of even date attached

For DMKH & CO.  
**Chartered Accountants**  
FRN 116886W

**Durgesh Kumar Kabra**  
Partner  
Membership No.: 044075  
Mumbai, May 29, 2019

For and on behalf of the Board of Directors

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**Taruna Vinay Reddy**  
Director  
(DIN:02787135)

**Mr. R. Govindarajan**  
Chief Financial Officer

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	3,22,59,432	(4,96,34,765)
<b>Adjustments for:</b>		
Depreciation and amortisation	1,68,62,667	3,42,50,872
Fair value changes in financial instruments	(83,65,186)	(3,81,77,372)
Finance costs	34,43,006	1,19,21,077
Interest income	(45,78,088)	(12,39,556)
Interest Subsidy	-	(6,58,101)
Dividend income	(47,339)	(5,30,280)
Net (gain) / loss on sale of investments	(1,29,63,653)	(4,21,80,011)
Net unrealised exchange (gain) / loss	-	2,234
	<u>(56,48,593)</u>	<u>(3,66,11,136)</u>
Operating Profit before working capital changes	2,66,10,840	(8,62,45,901)
<b>Changes in working capital:</b>		
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Inventories	(8,51,74,114)	28,01,14,522
Trade receivables	2,70,48,320	(7,71,45,874)
Short-term loans and advances	(2,22,23,343)	4,25,66,778
Long-term loans and advances	(1,36,93,947)	(11,49,671)
Other current assets	(18,09,344)	3,80,175
Other non-current assets	10,26,62,043	(14,11,63,323)
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade payables	10,48,07,180	3,41,68,230
Other current liabilities	(30,99,872)	(3,82,40,186)
Short-term provisions	(40,54,690)	(5,38,607)
Long-term provisions	1,29,31,735	(69,05,641)
	<u>11,73,93,968</u>	<u>9,20,86,403</u>
	<u>14,40,04,808</u>	<u>58,40,502</u>
Cash flow from extraordinary items	-	-
Cash generated from operations	14,40,04,808	58,40,502
Net income tax paid	(1,85,07,000)	(2,04,94,761)
<b>Net cash flow from / (used in) operating activities (A)</b>	<u>12,54,97,808</u>	<u>(1,46,54,259)</u>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	(4,65,25,943)	(60,55,007)
Capital subsidy receivable		
Disposal of Fixed assets	4,36,75,927	20,20,59,003
Inter-corporate deposits (net)	(3,00,000)	(1,00,00,000)
Bank balances not considered as Cash and cash equivalents		
- Placed	-	-
Current investments not considered as Cash and cash equivalents		
- Purchase	(15,28,31,455)	52,66,00,803
- Proceeds from sale		
- Interest received		

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
- Others	45,78,088	12,39,556
Interest Subsidy receivable	-	6,58,101
Dividend received		
- Others	47,339	5,30,280
Cash flow from extraordinary items	(15,13,56,045)	71,50,32,736
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(15,13,56,045)</b>	<b>71,50,32,736</b>
<b>C. Cash flow from financing activities</b>		
Buyback of equity shares	-	(50,45,63,592)
Proceeds from long-term borrowings	-	-
Net increase / (decrease) in working capital borrowings	-	(12,49,73,556)
Net realised exchange (Gain) Loss	-	(2,234)
Proceeds from other short-term borrowings	-	-
Finance cost	(34,43,006)	(1,19,21,077)
Dividends paid	-	(1,68,00,000)
Tax on dividend	-	(34,20,085)
Cash flow from extraordinary items	(34,43,006)	(66,16,80,543)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(34,43,006)</b>	<b>(66,16,80,543)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(2,93,01,243)</b>	<b>3,86,97,933</b>
Cash and cash equivalents at the beginning of the year	4,82,78,670	95,80,737
<b>Cash and cash equivalents at the end of the year</b>	<b>1,89,77,427</b>	<b>4,82,78,670</b>
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 19)	1,89,77,427	4,82,78,670
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements (give details)	-	-
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 19	1,89,77,427	4,82,78,670
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments)	-	-
<b>Cash and cash equivalents at the end of the year *</b>	<b>1,89,77,427</b>	<b>4,82,78,670</b>
* Comprises:		
(a) Cash on hand	29,79,190	11,64,056
(c) Balances with banks		
(i) In current accounts	1,55,76,074	4,66,92,301
(iv) Unpaid Dividend Account	4,22,163	4,22,313
	18,977,427	48,278,670

See accompanying notes forming part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For DMKH & CO.

**Chartered Accountants**

FRN 116886W

**Durgesh Kumar Kabra**

Partner

Membership No.: 044075

Mumbai, May 29, 2019

**Mr. L Vinay Reddy**

Managing Director

(DIN:00202619)

**Ms. Divya Shrimali**

Company Secretary

(M.No. ACS45803)

**Taruna Vinay Reddy**

Director

(DIN:02787135)

**Mr. R. Govindarajan**

Chief Financial Officer



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2019

### Corporate Information

Lovable Lingerie Limited (the Company) is a Limited Company domiciled in India and incorporated under the Provisions of the Companies Act, 1956. The company is mainly engaged in the business manufacturing hosiery/garment products. The shares of the company are listed in BSE and NSE.

### 1. SIGNIFICANT ACCOUNTING POLICIES:

#### Basis of Preparation:

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on the historical cost basis, except for certain financial Instruments (refer accounting policy regarding financial instruments), which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions

#### Use of Estimates and Judgments

The preparation of financial statements in conformity with Indian Accounting Standards requires the management of the company to make judgements, estimates and assumptions that affect the reported amounts of income and expenses, balances of assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could defer from these estimates.

#### Summary of significant accounting policies

##### Current versus non-current classification

The Company presents assets and liabilities in balance sheet based on current/ non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non current.

##### A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Company classifies all other liabilities as non-current.

**Deferred tax assets and liabilities are classified as non-current assets and liabilities.**

Advance tax paid is classified as non current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

**Non-Financial Assets**

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation. The cost comprises purchase price including financing cost and directly attributable cost of bringing the asset to its working condition for the intended use. Amount of capital Subsidy received from the Government under TUF scheme against machineries has been reduced from the cost of the assets.

Intangible fixed assets acquired separately are measured on initial recognition at cost. They are stated at cost of acquisition less amortisation depreciation.

Gains or Losses arising from derecognition of a Tangible or intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

**Depreciation and Amortisation**

**Property, Plant and Equipment:**

Depreciation on Property, Plant and Equipment is provided to the extent of depreciable amount on the Straight Line Method, based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of Plant & Machinery where useful life is taken as 25 years.

For plant & machinery, based on internal assessment and independent technical evaluation carried out by the external valuer, the management believes that the useful life as given above best represents the period over which the management expect to use these assets. Hence the useful life of Plant & Machinery is different from the useful life as provided under part C of Schedule II of Companies Act, 2013.

Depreciation on Property, Plant and Equipment added / disposed off during the year has been provided on prorate basis with reference to date of addition / discarding.

**Intangible Assets**

**These are amortised as under:**

Particular	Amortisation / Depletion
Brand	Over a period of 20 years
	Depleted in proportions of estimated future sales
Technical Know	Over a period of 10 years
Computer Software	Over a period of 6 years

Amortisation of Intangible Fixed Assets is provided on the Straight Line Method

Any expenditure not meeting the recognition criteria of Intangible Asset is charged to Statement of Profit and Loss in entirety.

## **Borrowing Costs**

Borrowing costs attributable to acquisition and construction of qualifying assets are capitalised as a part of the cost of such assets up to the date when such asset is ready for its intended use.

Other borrowing costs are charged to the statement of Profit and Loss. Interest subsidy received under TUF scheme against the borrowings made for acquisition of machineries, has been set off against the interest paid against the said bank borrowings.

## **Impairment of Assets**

At each Balance Sheet date the Company assesses whether there is any indication that the Fixed Assets or cash generating units have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of individual asset, the company estimate the recoverable amount of the cash generating unit to which the asset belong.

As per the assessment conducted by the company as at March 31st 2017 there were no indications that the fixed assets have suffered an impairment loss.

## **Financial Assets:**

### **Financial Assets at fair value through Other Comprehensive Income:**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets

### **Financial Assets at fair value through Profit and Loss:**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

## **Financial Liabilities:**

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

## **De-recognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

## **Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses Quoted (unadjusted) market prices in active markets for identical assets and liabilities.

## **Valuation of Inventories**

### **Raw materials, stores & spares and packaging materials:**

Lower of cost and net realisable value. However, materials and other items held for use in the production of finished goods are not written down below cost if the products in which they will be used are expected to be sold at or above their cost.

**Finished Goods:**

Lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity.

**Work-in-progress:**

Lower of cost and net realisable value.

Cost is estimated at cost price of the finished product less estimated costs of completion.

**Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured excluding taxes and duties collected on behalf of the government. The following specific recognitions criteria must also be met before revenue is recognized:

**Sale of Goods**

Revenue from Sale of Goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of Goods. The company collects Value added tax (VAT) and sales taxes on behalf of the Government and, therefore, these are not economic benefits flowing to the company. Hence they are excluded from the revenue.

**Income from Services**

Income from services is recognized as they are rendered, based on agreement / arrangement with the concerned parties.

**Dividend**

Dividend income is recognized when the company's right to receive Dividend is established by the reporting date.

**Design & development cost**

Expenditure incurred on Design and development is charged to profit and loss account in the year it is incurred.

**Foreign Currency Transactions**

Foreign currency transactions are recorded in reporting currency by applying the rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currency at the reporting date are translated at the year-end rates. Non monetary items are reported at the exchange rate on the date of transaction. Realized gains/ (losses) on foreign currency transactions are recognized in the Profit & Loss Account.

**Retirement and other Employee Benefits**

- i) Short-term employee benefits are recognised as expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- ii) Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit

plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to Statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

- iii) The company's liability towards leave entitlement benefits is accounted for on the basis of earned leave and provisions for the same is made at the end of the year.
- iv) Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the statement of profit and loss

### **Income Taxes**

Income tax expenses comprise current tax and deferred tax charged or credit.

Current tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when assets is realized or liability is settled, based on taxed rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

### **Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.

A present obligation that arises from past events whether it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent liabilities are not recognized but are disclosed and contingent assets are neither recognized nor disclosed, in the financial statements.

### **Business Segments**

More than 90% of Company operations are only in one segment i.e. dealing in hosiery garment products. This in the context of Accounting Standard 17 of Segment Reporting as specified in the Companies (Accounting Standards ) Rules 2006 are considered to constitute one single primary segment. Further, there is no reportable secondary segment i.e. geographical segment.

### **Earnings Per Share**

Basic Earnings per Share (“EPS”) is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the period. The weighted average number of shares is adjusted for issue of bonus share in compliance with Accounting Standard (AS 33) - Earnings per Share.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of dilutive potential equity shares.

Exemption from Retrospective Application of Ind AS

### **Fair Value as Deemed Cost**

The company has elected to continue with the carrying value for all of its property, plant and equipment and Intangible Assets as recognised in the financial statements as at the date of transition measured as per the previous GAAP and use that as its deemed cost as at date of transition.

**Note: 2 : Property, Plant and Equipment**

	Land Freehold	Factory Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Total
<b>Gross Block</b>								
<b>At 1 April 2018</b>	7,27,13,701	3,97,56,669	9,66,26,496	1,83,42,427	67,34,479	19,62,577	63,35,710	24,24,72,059
Additions	-	-	4,44,32,836	-	26,355	-	16,11,752	4,60,70,943
Deletions	4,06,42,535	-	-	-	-	-	-	4,06,42,535
<b>At 31 March 2019</b>	<b>3,20,71,166</b>	<b>3,97,56,669</b>	<b>14,10,59,332</b>	<b>1,83,42,427</b>	<b>67,60,834</b>	<b>19,62,577</b>	<b>79,47,462</b>	<b>24,79,00,467</b>
<b>Depreciation</b>								
<b>At 1 April 2018</b>	-	<b>54,05,133</b>	<b>1,82,56,029</b>	<b>1,08,31,369</b>	<b>40,28,176</b>	<b>16,27,382</b>	<b>56,78,248</b>	<b>4,58,26,336</b>
Charge for the year	-	12,55,539	45,16,516	14,97,851	5,34,233	89,921	6,64,952	85,59,013
On Disposals	-	-	-	-	-	-	-	-
<b>At 31 March 2019</b>	<b>-</b>	<b>66,60,672</b>	<b>2,27,72,545</b>	<b>1,23,29,221</b>	<b>45,62,409</b>	<b>17,17,303</b>	<b>63,43,200</b>	<b>5,43,85,349</b>
<b>Net Block</b>								
At 1 April 2018	7,27,13,701	3,43,51,537	7,83,70,467	75,11,058	27,06,304	3,35,195	6,57,462	19,66,45,723
At 31 March 2019	3,20,71,166	3,30,95,997	11,82,86,787	60,13,207	21,98,426	2,45,274	16,04,261	19,35,15,118

**Intangible Assets**

	Brands	Technical Know-How	Computer Software	Total
<b>Gross Block</b>				
<b>At 1 April 2018</b>	<b>11,69,89,877</b>	<b>4,50,00,000</b>	<b>(4,91,676)</b>	<b>16,14,98,201</b>
Additions	-	-	4,55,000	4,55,000
Deletions	-	-	-	-
<b>At 31 March 2019</b>	<b>11,69,89,877</b>	<b>4,50,00,000</b>	<b>(36,676)</b>	<b>16,19,53,201</b>
<b>Depreciation</b>				
<b>At 1 April 2018</b>	<b>7,80,20,397</b>	<b>2,24,71,959</b>	<b>(5,45,736)</b>	<b>9,99,46,620</b>
Charge for the year	35,58,634	46,81,949	63,071	83,03,654
On Disposals	-	-	-	-
<b>At 31 March 2019</b>	<b>8,15,79,031</b>	<b>2,71,53,908</b>	<b>(4,82,665)</b>	<b>10,82,50,274</b>
<b>Net Block</b>				
At 1 April 2018	3,89,69,480	2,25,28,041	54,060	6,15,51,581
At 31 March 2019	3,54,10,846	1,78,46,092	4,45,989	5,37,02,927



**Note: 3 : Investments**

Particulars	As at 31 March, 2019		As at 31 March, 2018		
	Quoted	Unquoted	Quoted	Unquoted	Total
<b>Other investments</b>					<b>Total</b>
<b>(a) Investment in Government or Trust Securities</b>		<b>43,500</b>		<b>43,500</b>	<b>43,500</b>
(i) government securities / National Savings Certificate (Deposited with Sales Tax Authorities)					
(b) Investment in Juvenca Online Pvt Ltd (convertible share warrents)		10,00,01,000		10,00,01,000	10,00,01,000
(c) Investment in Equity Shares 200 Equity Shares of Corporation Bank Limited of ₹ 10/- each at ₹ 80/- per share fully paid up.	16,000		16,000		16,000
(d) Zen Core capital Pvt Ltd		1,00,00,000		1,00,00,000	
(e) Investment in Mutual Funds					
AXIS Const. Maturity Ten Year Fund - Growth				3,03,72,453	3,03,72,453
ABSL Credit Risk Fund - Growth-Regular	6,21,99,315		6,21,99,315		-
DSP Black Rock Income Oppor. Fund-Growth				1,43,25,915	1,43,25,915
FDR with Jana Small Finance Bank	6,00,00,000		6,00,00,000		-
ICI Pru. Regular Savings Fund-Growth				4,69,49,224	4,69,49,224
ICI Pru. Money Market Fund Short Term Growth Plan				17,35,99,467	17,35,99,467
ICI Pru. Credit Risk Fund - Growth - Regular	3,14,99,635		3,14,99,635		-
Kotak Credit Risk Fund - Growth - Regular	12,38,10,386		12,38,10,386		-
Kotak Money Market Scheme - Gr - Regular	13,15,802		13,15,802		-
Kotak Liquid Plan-Direct-Growth				1,26,24,417	1,26,24,417
L & T Flexi Bonds				1,99,27,808	1,99,27,808
L & T Income Opportunity Fund-Growth				1,51,62,854	1,51,62,854
Principal Short Term Income Fund-Regular Plan	11,73,66,517		11,73,66,517		-
8.35% Indiabulls Housing Finance Ltd - 08.09.2027	1,43,15,840		1,43,15,840	1,38,71,200	1,38,71,200
9.40% Dewan Housing Finance Corp. Ltd - 2026	1,51,76,250		1,51,76,250	1,51,50,000	1,51,50,000
8.75% Muthoot Finance NCD 19 June 2021	9,81,700		9,81,700		-
J M Financial Capital Limited	7,11,13,000		7,11,13,000		-
<b>Aggregate value of investments</b>	<b>49,77,94,446</b>	<b>11,00,44,500</b>	<b>60,78,38,946</b>	<b>34,19,99,338</b>	<b>10,00,44,500</b>
<b>Aggregate market value of listed and quoted investments</b>	-	-	-	-	-

**Note : 4 : Long Term Loans and Advances**

Particulars	As at 31 March, 2019	As at 31 March, 2018
<b>(a) Capital Advances</b>		
Unsecured, considered good	63,06,116	65,62,292
Doubtful	-	-
	63,06,116	65,62,292
Less: Provision for doubtful advances	-	-
	<b>63,06,116</b>	<b>65,62,292</b>
<b>(b) Security Deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	2,86,15,390	1,46,65,267
Doubtful	-	-
	2,86,15,390	1,46,65,267
Less: Provision for doubtful deposits	-	-
	<b>2,86,15,390</b>	<b>1,46,65,267</b>
<b>Total</b>	<b>3,49,21,506</b>	<b>2,12,27,559</b>

**Note : 5 : Other Non-Current Assets**

Particulars	As at 31 March, 2019	As at 31 March, 2018
<b>(a) Others</b>		
(i) Deposit with customs	27,77,000	27,77,000
(ii) Others	4,01,26,570	14,30,03,953
(b) Employee Gratuity Trust	5,005	5,005
(c) Un-amortised expenses	2,15,340	-
<b>Total</b>	<b>4,31,23,915</b>	<b>14,57,85,958</b>

**Note: 6 : Inventories  
(At lower of cost and net realisable value)**

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Raw Materials	13,13,32,456	8,68,54,452
(b) Work-In-Progress	6,05,45,055	4,93,58,657
(c) Finished Goods	35,21,93,106	32,26,83,394
<b>Total</b>	<b>54,40,70,617</b>	<b>45,88,96,503</b>

**Note: 7 :Trade Receivables**

Particulars	As at 31 March, 2019	As at 31 March, 2018
<b>Trade receivables outstanding for a period exceeding six months from the date they were due for payment</b>		
Secured, considered good	-	-
Unsecured, considered good	2,44,77,256	2,96,24,261
Doubtful	-	-
	<b>2,44,77,256</b>	<b>2,96,24,261</b>
Less: Provision for doubtful trade receivables	-	-
	<b>2,44,77,256</b>	<b>2,96,24,261</b>
<b>Other Trade Receivables</b>		
Secured, considered good	-	-
Unsecured, considered good	41,83,80,576	44,02,81,892
Doubtful	-	-
	<b>41,83,80,576</b>	<b>44,02,81,892</b>
Less: Provision for doubtful trade receivables	-	-
	<b>41,83,80,576</b>	<b>44,02,81,892</b>
<b>Total</b>	<b>44,28,57,832</b>	<b>46,99,06,152</b>

**Note:8 : Cash and Cash Equivalents**

Particulars	As at 31 March, 2019	As at 31 March, 2018
<b>(a) Cash on Hand</b>	<b>29,79,190</b>	<b>11,64,056</b>
<b>(b) Balances with Banks</b>		
(i) In current accounts	1,55,76,074	4,66,92,301
	<b>1,55,76,074</b>	<b>4,66,92,301</b>
<b>(c) In Earmarked Accounts</b>		
- Unpaid dividend (per contra)	4,22,163	4,22,313
<b>Total</b>	<b>1,89,77,427</b>	<b>4,82,78,670</b>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	1,89,77,427	4,82,78,670

**Note : 9 : Short-Term Loans and Advances**

Particulars	As at 31 March, 2019	As at 31 March, 2018
<b>(a) Loans and advances to employees</b>		
<b>Secured, considered good</b>	-	-
Unsecured, considered good	29,49,534	24,58,157
Doubtful	-	-
	<b>29,49,534</b>	<b>24,58,157</b>
Less: Provision for doubtful loans and advances	-	-
	<b>29,49,534</b>	<b>24,58,157</b>
<b>(b) Balances with Government Authorities</b>		
<b>Unsecured, considered good</b>		
(i) GST-ITC receivable	2,27,39,295	-
(ii) Duty Drawback Receivable	-	1,38,248
	<b>2,27,39,295</b>	<b>1,38,248</b>
<b>(c) Inter-Corporate Deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	22,00,000	25,00,000
Doubtful	-	-
	<b>22,00,000</b>	<b>25,00,000</b>
Less: Provision for doubtful inter-corporate deposits	-	-
	22,00,000	25,00,000
<b>(d) Others - Advances to suppliers</b>		
Secured, considered good	-	-
Unsecured, considered good	75,69,168	78,38,249
Doubtful	-	-
	<b>75,69,168</b>	<b>78,38,249</b>
Less: Provision for other doubtful loans and advances	-	-
	<b>75,69,168</b>	<b>78,38,249</b>
<b>Total</b>	<b>3,54,57,997</b>	<b>1,29,34,654</b>

**Note : 10 : Other Current Assets**

Particulars	As at 31 March, 2019	As at 31 March, 2018
<b>(a) Accruals</b>		
(i) Interest accrued on Deposits	20,61,881	69,198
(ii) Subsidy Receivable under TUF scheme	3,93,635	5,76,974
(iii) Income tax refund receivable	4,64,86,818	4,53,41,638
<b>Total</b>	<b>4,89,42,335</b>	<b>4,59,87,811</b>

**NOTE 11: FORMING PART OF THE FINANCIAL STATEMENTS**

**Share Capital**

	As at 31 March, 2019		As at 31 March, 2018	
	Number	₹	Number	₹
Authorised Equity Shares of ₹ 10/- each	1,80,00,000	18,00,00,000	1,80,00,000	18,00,00,000
<b>Issued *</b> Equity Shares of ₹ 10 /- each	1,48,00,000	14,80,00,000	1,48,00,000	14,80,00,000
<b>Subscribed and Paid up *</b> Equity Shares of ₹ 10 /- each	1,48,00,000	14,80,00,000	1,48,00,000	14,80,00,000

**(i) Reconciliation of Number of shares**

Equity Share of ₹ 10/- each

Particulars	As at 31 March, 2019	As at 31 March, 2018
	Number of Shares	Number of Shares
Opening Balance	1,48,00,000	1,68,00,000
Add : Shares Issued*	-	-
Add : Shares issued on conversion of Optionally Convertible Debentures into Equity Shares	-	-
Less: Shares Buy-Back	-	20,00,000.00
<b>Closing Balance</b>	<b>1,48,00,000</b>	<b>1,48,00,000</b>

(iv) Shares in the Company held by each shareholder holding more than 5 percent shares and number of Shares held are as under:

Name of Shareholders	As at 31 March, 2019		As at 31 March, 2018	
	No. of Shares held	% of Holding	No. of Shares held"	% of Holding
<b>Equity Shares</b>				
Vinay Reddy	41,20,205	27.84	41,20,205	27.84
Shobha Reddy	29,82,943	20.15	29,82,943	20.15
Prashant Jaipal Reddy	17,15,252	11.59	17,15,252	11.59
Reliance Capital Trustee Co. Ltd- A/C Reliancesmall Cap Fund	-	-	8,61,608	5.82

**NOTE 12: FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31 March, 2019	As at 31 March, 2018
<b>OTHER EQUITY</b>		
<b>Retained Earnings</b>		
Opening Balance	90,29,40,537	96,71,65,851
Profit For The Year	81,54,521	-2,38,04,684
	-	-
<b>Other Comprehensive Income/(Loss) For The Year</b>	-	-
Fair Value Changes On Investments	-66,92,149	-4,93,93,660
Re-measurement Gains/ (Losses) on Defined Benefit Plans	-	89,73,029
<b>Closing Balance</b>	<b>90,44,02,909</b>	<b>90,29,40,537</b>
<b>Securities Premium Reserve</b>		
Opening Balance	51,71,19,445	1,00,16,83,036
Change During The Year		
Utilised for Buyback of 2000000 Equity shares @ ₹ 240/- Each	-	-48,00,00,000
Expenses incurred in connection with Buyback of shares	-	-45,63,592
<b>Closing Balance</b>	<b>51,71,19,445</b>	<b>51,71,19,445</b>
<b>General Reserve</b>		
Opening Balance	8,51,40,000	8,51,40,000
Change During The Year	-	-
<b>Closing Balance</b>	<b>8,51,40,000</b>	<b>8,51,40,000</b>
<b>TOTAL OTHER EQUITY</b>	<b>1,50,66,62,354</b>	<b>1,50,51,99,981</b>

**Note 13 : Long Term Provisions**

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Provision for employee benefits:		
(i) Provision for compensated absences	14,24,500	17,08,125
(ii) Provision for gratuity (net) (Refer Note 23.7)	1,46,25,614	14,10,254
<b>Total</b>	<b>1,60,50,114</b>	<b>31,18,379</b>

**Note 14 : Other Current Liabilities**

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Interest accrued and due on borrowings	-	9,55,679
(b) Unpaid dividends [ Per Contra ]	4,22,163	4,22,163
(c) Statutory Liabilities	60,43,075	36,54,673
(d) Payables on purchase of fixed assets	6,61,694	13,55,993
(e) Salaries Payable	91,88,729	1,10,53,181
(f) Others - Expenses payable	65,36,077	85,09,923
<b>Total</b>	<b>2,28,51,738</b>	<b>2,59,51,612</b>

**Note 15 : Short Term Provisions**

Particulars	As at 31 March, 2019	As at 31 March, 2018
(a) Provision for employee benefits		
(i) Provision for bonus	66,72,067	1,07,26,757
<b>Total</b>	<b>66,72,067</b>	<b>1,07,26,757</b>

**Note 16 : Revenue from Operations**

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
(a) Sale of products: Brassier /Panties/Lingerie Accessories/Garments	1,75,50,53,886	1,75,90,68,593
<b>Total</b>	<b>1,75,50,53,886</b>	<b>1,75,90,68,593</b>

**Note 17 : Other Income**

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
(a) Interest income (Net)#	18,57,804	-
(b) Dividend income: From Non-Current Investments	47,339	5,30,280
(c) Net gain on sale of: Non-Current Investments	1,29,63,653	4,21,80,011
(d) Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	57,36,336	6,72,789
<b>Total</b>	<b>2,06,05,131</b>	<b>4,33,83,079</b>



	Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
(I)	<b>Other non-operating income comprises:</b>		
	Profit on sale of fixed assets	56,57,465	-
	Miscellaneous income	78,871	6,72,789
	<b>Total - Other non-operating income</b>	<b>57,36,336</b>	<b>6,72,789</b>

# Interest Income for the current year has been shown as net off with interest expenses ₹ 2720285 towards operational activities

#### Note 18a : Cost of Materials Consumed

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
Opening stock	8,68,54,450	19,85,89,799
Add: Purchases	66,56,95,108	47,56,20,207
Less: Closing stock	13,13,32,455	8,68,54,450
	<b>62,12,17,103</b>	<b>58,73,55,556</b>
<b>Extra Ordinary Items (shown separately Note: 22)</b>	-	<b>5,69,00,763</b>
<b>Cost of materials consumed</b>	<b>62,12,17,103</b>	<b>53,04,54,793</b>

Note 18b : Purchase of Traded Goods		
Brassier /Panties/Lingerie Accessories	25,68,59,563	19,88,55,713
<b>Total</b>	<b>25,68,59,563</b>	<b>19,88,55,713</b>

#### Note 18c : Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
<b>Inventories at the end of the year:</b>		
Finished goods	35,21,93,106	32,14,73,842
Work-in-progress	6,05,45,055	4,93,58,657
Stock-in-trade	-	12,09,552
	<b>41,27,38,161</b>	<b>37,20,42,051</b>
<b>Inventories at the beginning of the year:</b>		
Finished goods	32,14,73,843	34,38,72,139
Work-in-progress	4,93,58,657	19,52,75,292
Stock-in-trade	12,09,552	12,73,796
	<b>37,20,42,052</b>	<b>54,04,21,226</b>
	<b>4,06,96,109</b>	<b>(16,83,79,175)</b>
Extra Ordinary Items (shown separately Note: 25)	(2,97,92,134)	(3,20,02,405)
Net (increase) / decrease	7,04,88,243	(13,63,76,770)

**Note 19: Employee Benefits Expense**

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
<b>Salaries and wages</b>	22,27,74,420	23,50,90,090
Contributions to provident and other funds	1,98,29,471	2,44,84,579
Staff welfare expenses	65,22,424	82,62,453
<b>Total</b>	<b>24,91,26,315</b>	<b>26,78,37,122</b>

**Note 20 : Finance Costs**

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
(a) Interest expenses (Net)#	-	66,57,649
(b) Bank Charges	7,22,721	33,65,771
<b>Total</b>	<b>7,22,721</b>	<b>1,00,23,420</b>

Interest Expenses for the previous year has been shown as net off with Interest Received ₹ 12,39,556/- from operational activities

**Note 21 : Other expenses**

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
Subcontracting	5,08,87,430	3,95,83,681
Power and fuel	60,81,011	52,29,519
Rent including lease rentals (Refer Note 30.8.d)	1,38,24,512	1,71,28,242
Repairs and maintenance - Machinery	20,87,756	17,37,269
Repairs and maintenance - Others	43,91,834	86,81,045
Insurance	16,25,922	5,41,724
Security Service Charges	42,46,611	51,24,297
Communication	29,84,706	29,14,208
Travelling and conveyance	3,12,34,868	2,75,32,109
Printing and stationery	21,05,469	16,11,932
Freight and forwarding	2,96,14,756	2,82,14,934
Sales commission	33,07,759	52,65,957
Sales Promotion Schemes	31,98,84,318	28,11,38,630
Advertisement Expenses	7,03,16,972	3,55,79,549
Business promotion / BTL	5,65,14,988	4,72,06,831

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
Legal and professional	68,96,503	71,54,177
Payments to auditors (Refer Note (i) below)	9,25,750	9,25,750
Net loss on foreign currency transactions and translation (other than considered as finance cost)	-	2,234
Charities & Donations (CSR)	92,47,540	1,10,52,502
Miscellaneous expenses	1,13,29,202	74,04,463
<b>Total</b>	<b>62,75,07,906</b>	<b>53,40,29,052</b>

**Note 22: Extra-ordinary items**

Particulars	For the period ended 31 March, 2019	For the year ended 31 March, 2018
Loss on fire	-	13,29,49,418
Settlement - exgratia (Refer to Note: 26.17)	-	43,48,324
Settlement - salary advance	-	29,60,951
Short receipt of Insurance	1,17,99,418	-
Finished goods written off	2,97,92,134	-
	<b>4,15,91,552</b>	<b>14,02,58,693</b>

**Note :** Refer note no. (23.17)

Particulars		For the period ended 31 March, 2019		For the year ended 31 March, 2018
<b>Note: 23.1 Raw Materials Consumed</b>	%		%	
Indigenous	99	61,74,03,596	97	51,53,11,915
Imported	1	38,13,507	3	1,51,42,878
	<b>100</b>	<b>62,12,17,103</b>	<b>100</b>	<b>53,04,54,793</b>
<b>Note 23.2. Contingent Liabilities</b>				
Demand Notice from Customs Authorities *		47,19,798		47,19,798
*Out of this ₹ 27,70,000 deposited under protest				
Income tax Demand A.Y. 2010-11 [ Appeal Pending before CIT (A), Mumbai]		9,54,730		9,54,730
* out of this ₹ 38,441 deposited under protest				
Income tax Demand A.Y. 2011-12 [ Appeal Pending before CIT (A), Mumbai]		30,70,130		30,70,130
* out of this ₹ 10,00,000 deposited under protest				
Income tax Demand A.Y. 2012-13		25,05,750		25,05,750

Particulars		For the period ended 31 March, 2019		For the year ended 31 March, 2018
[Appeal Pending before CIT(A), Mumbai] * Out of this ₹ 3,75,880 paid under protest				
<b>Note 23.3. F.O.B.Value of exports</b>		-		-
<b>Note 23.4. Expenditure in Foreign Currency</b>				
Purchase of Machinery		27,97,063		-
<b>Note 23.5 C.I.F. .Value of Imports</b>				
Raw Materials		38,13,507		33,51,524
Finished Goods		-		-

**Note: 23.6: Deferred Tax Reconciliation:**

The balance comprises temporary differences attributable to the below items and corresponding movement in deferred tax liabilities I (assets):

Particulars	As at 31 March, 2019	As at 31 March, 2018
Opening Balance	8,19,51,314	7,59,87,840
Charge /(credit) to statement of Profit and Loss	67,43,093	37,20,217
Income Tax relating to Items of Other comprehensive Income	(16,73,037)	22,43,257
Closing Balance	8,70,21,370	8,19,51,314

Deferred tax liabilities/(assets) in relation to:	As at 31 March, 2019	As at 31 March, 2018
Property, plant and equipment	64,66,700	(3,47,916)
Provision for Bonus	2,33,183	-
Provision for gratuity	43,210	-
Total deferred tax liabilities	67,43,093	(3,47,916)
Provision for Bonus	-	(1,86,401)
Provision for gratuity	-	(38,81,732)
Total deferred tax assets	-	(40,68,133)
Net deferred tax (asset) I liability	67,43,093	37,20,217

**Note : 23.7. Employee Benefits**

(Figures in ₹)

Particulars	As at	
	31.03.2019	31.03.2018
	<b>Gratuity</b>	
Current service cost	47,40,316	42,19,947
Interest cost	13,78,649	17,71,881
Expected return on plan assets	(12,68,790)	(11,68,679)
Net Actuarial (gain )/ loss to be recognized	83,65,186	(1,12,16,287)
<b>Total expense recognized in the statement of Profit &amp; Loss Account</b>	<b>1,32,15,361</b>	<b>(63,93,138)</b>
<b>Actual Contribution &amp; Benefit Payments</b>		
Actual Benefit Payments	-	-
Actual Contribution	-	-
Net Asset / (Liability) recognized in Balance Sheet		
Liability at the end of the year	2,05,46,066	1,76,97,676
Fair value of plan assets at the end of the year	59,20,450	1,62,87,421
<b>(Net Asset)/ Liability recognized in the Balance Sheet</b>	<b>1,46,25,616</b>	<b>14,10,255</b>
<b>Change in Defined Benefit Obligations (DBO)</b>		
Present Value of Defined Benefit Obligation at beginning of Year	1,76,97,676	2,29,22,135
Interest Cost	13,78,649	17,71,881
Current Service Cost	47,40,316	42,19,947
Benefits Paid	-	-
Actuarial (Gain)/ Losses on Obligation	(32,70,575)	(1,12,16,287)
<b>Present Value of Defined Benefit Obligation at the End of Year</b>	<b>2,05,46,066</b>	<b>1,76,97,676</b>
<b>Change in Fair Value of Plan Assets during the year</b>		
Planned assets at Beginning of the year	1,62,87,421	1,51,18,742
Expected return on planned assets	12,68,790	11,68,679
Contributions	-	-
Benefit paid	-	-
Actuarial gain /(loss) on plan assets	(1,16,35,761)	-
<b>Fair value of plan assets at the end of the year</b>	<b>59,20,450</b>	<b>1,62,87,421</b>
<b>Defined Benefit Plan – Acturial Assumptions</b>		
<b>Remeasurement gains / (losses) in OCI</b>		
Actuarial (Gain) / Losses due to Demographic Assumption changes in DBO	1,08,922	-
Actuarial (Gain) / Losses due to Financial Assumption changes in DBO	(1,43,573)	-7,17,128

Particulars	As at	
	31.03.2019	31.03.2018
	<b>Gratuity</b>	
Actuarial (Gain)/ Losses due to Experience on DBO	(32,35,925)	(1,04,99,159)
Return on Plan Assets (Greater) / Less than Discount rate	1,16,35,761	-
<b>Total Expenses routed thru OCI</b>	<b>83,65,185</b>	<b>(1,12,16,287)</b>
Discount rate	7.79%	7.73%
Salary Escalation Rate	7.00%	7.00%
Rate of return on plan assets	7.79%	7.73%

<b>Note: 23.8. Earnings Per Share</b>	As at 31st March 2018	As at 31st March 2017
1. Basic and Diluted Earnings Per Share before Exceptional items ( Face Value - ₹ 10/- per share)	7.87	10.02
2. Basic and Diluted Earnings Per Share after Exceptional items ( Face Value - ₹ 10/- per share)	(1.61)	7.65
3. Profit After Tax and Prior Period items but before Exceptional Items as per Profit & Loss A/c (₹ In Lakhs)	82	(238)
4. Profit After Tax, Prior Period items and Exceptional Items as per Profit & Loss A/c (₹ In Lakhs)	497	1,165
5. Weighted Average number of equity shares outstanding	1,48,00,000	1,48,00,000

**Note: 23.9.** Information on related party as required by Accounting Standard (AS-18) on Related Party Disclosures for the year ended 31<sup>st</sup> March, 2019

In accordance with the requirement of Accounting Standard (AS 18) Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships, as identified and certified by the management are :-

**List of Related Parties :-**

**A) Key Management Personnel :**

L Vinay Reddy	Chairman and Managing Director
Taruna Vinay Reddy	Non- Executive Director
R Govindarajan	Chief Financial Officer
Divya Shirmali	Company Secretary

## B) Other Related Parties

Entities where Key Management Personnel exercises significant influence/ Group Companies :

Federal Brands Ltd.  
 Juvenca Online Private Ltd.  
 Tecknit Industries

### Note: 23.10. Information on related party as required by Accounting Standard (AS-18) on Related Party Disclosures for the year ended 31st March, 2019

	Y.E. 31.3.2019	Y.E. 31.3.2018
1. Rent Paid	-	94,050
Tecknit Industries	-	94,050
2. Remuneration Paid	26,47,500	35,25,000
Mr. L Vinay Reddy	18,97,500	17,25,000
Mr. L Jaipal Reddy	7,50,000	18,00,000
3. Sitting Fees - Directors	2,35,500	3,25,800
4. Dividend Paid - Promoters	-	1,12,94,826
5. Buyback of shares -Promoters	-	46,13,85,750
6. Sale of goods to Federal Brands Ltd	30,43,69,933	-
Outstanding balance as on 31.03.2019	-	-
7. Purchase of goods from Federal Brands Ltd	30,43,69,933	-
Outstanding balance as on 31.03.2019	-	-
8. Sale of goods to Juvenca Online Pvt. Ltd	81,41,299	-
Outstanding balance as on 31.03.2019	81,41,299	-
9. Sale of Land to Vinay Reddy (HUF)	4,63,00,000	-

### Note: 23.11: Financial risk management objectives and policies

#### The Company's activities expose it to the following risks:

- a) Credit risk
- b) Liquidity risk
- c) Market risk



**a) Credit Risk**

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposits with banks, investments, and other financial instruments.

**i) Trade receivables**

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining security deposits/bank guarantee or other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in note 7.

**ii) Financial instrument and cash deposit**

Credit risk is limited as the Company generally invest in deposits with banks. Investments primarily include investments in liquid mutual fund units. Counter party credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Typically the Company ensures that it has sufficient cash on demand to meet expected short term operational expenses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans/internal accruals.

**c) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

Interest rate risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company does not have significant debt obligations with floating interest rates, hence, is not exposed to any significant interest rate risk.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not have significant foreign currency exposure and hence, is not exposed to any significant foreign currency risk.

**Note: 23.12: Segment information**

For management purposes, the Company has one business unit based on its products and has one reportable segment. The management monitors the operating results of its single business unit for the purpose of making decisions about resource allocation and performance assessment.

**Note: 23.13: Financial assets measured at fair value:**

Financial Assets	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Investments	60,78,38,946	44,20,43,838

The carrying value of trade receivables, trade payables, cash and cash equivalents, borrowings and other current financial assets and liabilities approximate their fair values largely due to the short-term maturities.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair values of the investments in mutual funds are derived from quoted market prices in active markets.

**Note: 23.14: Capital management**

The Company's objective is to maintain a strong capital base to ensure sustained growth in business.

The Capital Management focuses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company is predominantly equity financed. Further, the Company has sufficient cash, cash equivalents, current investments and financial assets which are liquid to meet the debts.

**Note: 23.15: Amount payable to Micro Small Medium Enterprises**

Trade payables as at 31<sup>st</sup> March, 2019 include ₹ Nil (Previous year ₹1,45,32,928/-) , amount due to Micro Small Medium Enterprises. However, those enterprises are ascertained in cases where they are registered in that category.

**Note: 23.16: Corporate Social Responsibility**

As per Companies Act, 2013, all companies having networth of ₹ 500 crores or more, turnover of ₹ 1000 crores or more or net profit of ₹ 5 Crores or more during any financial year are required to spend at least 2% of average net profit of the Company's three immediately preceding financial years. Accordingly, the Company was required to spend ₹ 30.15 lakhs towards CSR activities in financial year 2018-19. Expenditure related to Corporate Social Responsibility incurred as per Section 135 of Companies Act, 2013 read with Schedule VII there of: ₹92.47lakhs.

**Note: 23.17: Extra-Ordinary Item**

The extraordinary Item of ₹ 4,15,91,552/- refers to the short receipt of insurance claim and loss of stock incurred in connection with a fire accident in one our units situated at 18/2, Off. Kanakapura Road, Konanakunte cross, Bangalore - 560062 on 12<sup>th</sup> November, 2017.

**Note: 24: Previous year figures:**

Previous year figures have been regrouped / re-casted wherever considered necessary to make them comparable with those of the current year

## INVESTOR SAFEGUARDS

In order to serve you better and prevent risks associated with dealing in securities, we request you to follow the general safeguards as detailed hereunder:

### **Demat / Exchange**

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

### **Registration of Nomination and NECS Mandate**

Members holding shares in physical form are requested to register Nomination in their folio(s) by sending duly completed Nomination Form to the Registrar of the Company.

Members who have not registered their NECS Mandate are requested to send their NECS Mandate Form to the Registrar of the Company or to their DP, as the case may be. For any change in bank particulars either due to banker having migrated their operations to core banking solutions or merged with another bank, Members are requested to register a fresh NECS Mandate with the revised bank particulars. Please register your NECS Mandate for timely receipt of dividend payments and to avoid fraudulent encashment of dividend warrants.

### **Unclaimed Dividend**

Details of unclaimed dividends are available on the Investor Centre page on the website of the Company [www.lovableindia.in](http://www.lovableindia.in). Those Members whose dividends remain unclaimed are requested to check the details of unclaimed dividends on the website and send their requests to the Registrar / Investor Service Department of the Company for issuance of fresh Demand Drafts.

### **E-Communication**

To receive Company related information and communication promptly, Members are requested to register / update their e-mail addresses with the Company/ RTA. Members who hold shares in demat form can request their DP to update the e-mail address in their records. The Companies Act, 2013 and Rules framed thereunder governing e-communication have been notified and the Company shall be sending notice, documents, financial statements, etc. through electronic mode to the Members who have provided their email address to the Company or Depository Participants. Members may send request for hard copy of such notices, documents, financial statements, etc. to the Registrar / Investor Service Department of the Company.

### **Consolidation of Multiple Folios**

Members are requested to consolidate their shareholdings under multiple folios, to save themselves from the burden of receiving multiple communications as also to facilitate one point tracking of all corporate benefits on their shares.

### **PAN Requirement for Transfer of Shares in Physical Form**

SEBI has mandated submission of Permanent Account Number (PAN) for securities market transactions and off market / private transactions involving transfer of shares of listed companies in physical form. Therefore, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Registrar / Investor Service Department of the Company for registration of such transfers. Members / Investors are, therefore, requested to take note of the same and submit their PAN card copy to the Registrar / Investor Service Department of the Company.

### **General Safeguards**

- Please send Share Certificate(s) and high value dividend warrants / cheques / demand drafts by registered post or courier so as to avoid loss of document in transit.
- Exercise due diligence and notify any change in address, stay abroad or demise of any shareholder as soon as possible to the Company or DP, as the case may be.
- Deal only with SEBI registered intermediaries and obtain a valid Contract Note / Confirmation Memo from the broker / sub-broker, within 24 hours of execution of the trade.
- Do not disclose your Folio Nos. / DP ID and Client ID to any unknown person.
- Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown person.
- Do not leave your demat account dormant for long.
- Obtain periodic statement of holdings from the concerned DP and verify the holdings periodically.

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**Lovable Lingerie Limited**

**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

**ATTENDANCE SLIP**

(to be handed over at the Registration Counter)

**32<sup>nd</sup> ANNUAL GENERAL MEETING ON THURSDAY, 26<sup>th</sup> SEPTEMBER, 2019 AT 03:00 P.M.**

at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400 069.

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

No. of Shares held..... Signature.....

Name of the First/ Sole Member.....

Address of the Member\_\_\_\_\_

I certify that I am a Member/Proxy/Authorised Representative for the member of the Company.

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company held on Thursday, 26<sup>th</sup> September 2019 at 03:00 PM at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400 069.

Name of the Proxyholder ..... Signature .....

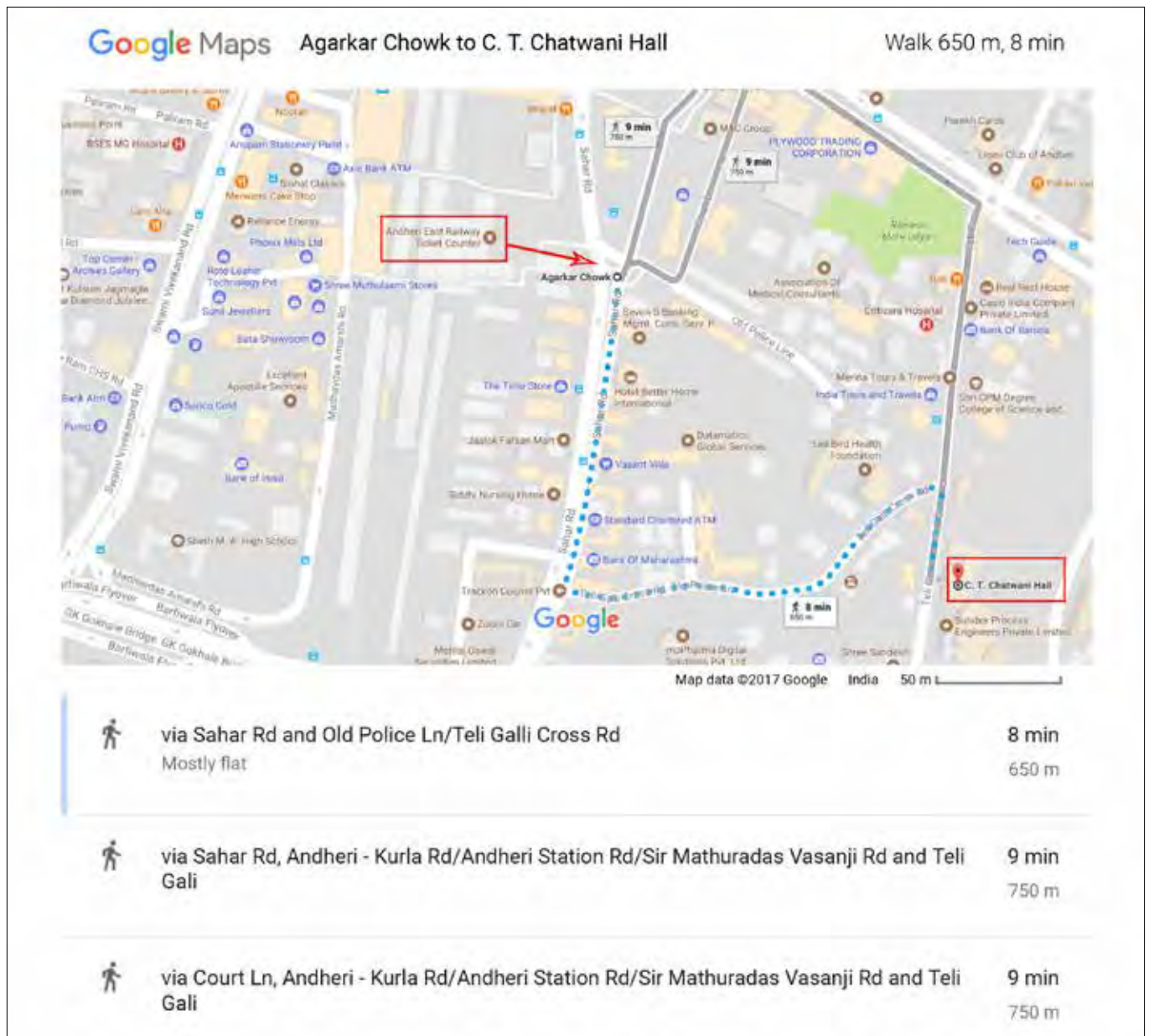
**Notes:**

1. Only Member/ Proxy holder can attend the Meeting.
2. Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
3. Member / Proxy holder should bring his/ her copy of the Annual Report for reference at the Meeting.

## Venue of the AGM

In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India, route map for the location of the venue of the 32<sup>nd</sup> Annual General Meeting is given below:

CTC Banquets, Citi Point,  
Rajarshi Shahu Maharaj Road,  
Telli Galli, Andheri (East),  
Mumbai - 400 069.







## Lovable Lingerie Limited

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**Website:** www.lovableindia.in

### Form No. 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 IDNo.: \_\_\_\_\_

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

3. 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 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Thursday, the 26<sup>th</sup> day of September, 2019 at 03.00 p.m. at the CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai - 400 069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.	Resolutions	Vote (see note d. below) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	Adoption of Financial Statements for the financial year ended 31st March 2019			
2.	Declaration of Dividend on Equity Shares			
3.	Appointment of Director in place of those retiring by rotation			
<b>Special Business</b>				
4.	To approve the Related Party Transaction			

Signed this..... day of .....2019.

Signature of Member \_\_\_\_\_

Signature of Proxyholder(s) \_\_\_\_\_

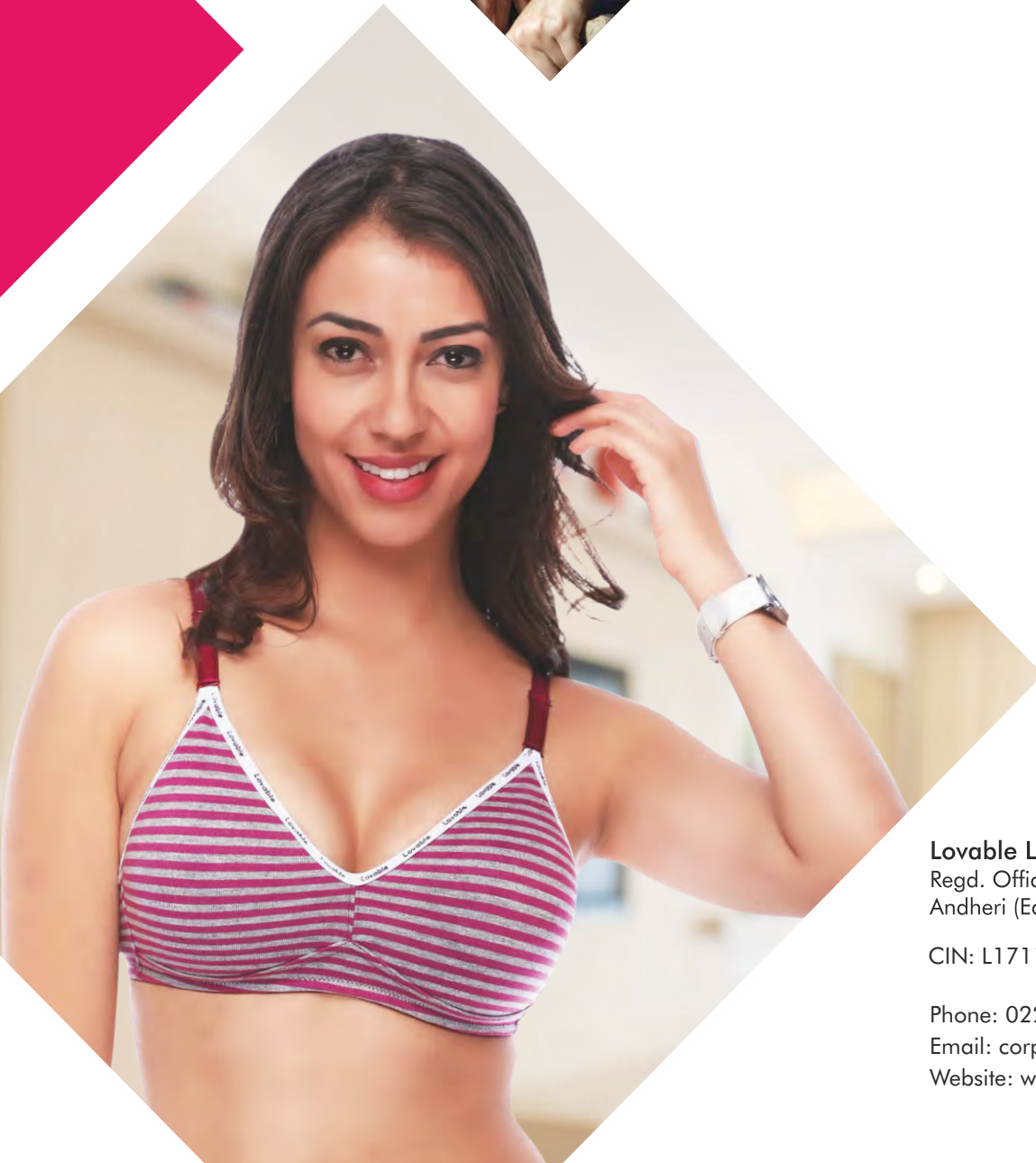
Affix Revenue Stamp
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**Notes:**

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 joint holders may use copies of this Attendance slip/Proxy.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.







**Lovable Lingerie Ltd.**

Regd. Office: A-46, Road no. 2, M.I.D.C.,  
Andheri (East), Mumbai-400093

CIN: L17110MH1987PLC044835

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