



**ANNUAL  
REPORT**

**2023**





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Annual General Meeting  
27<sup>th</sup> September, 2023



Venue

Venue: Video Conferencing ('VC')  
Other Audio Visual Means ('OAVM')



Time  
11:00 AM



Book Closure Dates

23<sup>th</sup> September 2023 to 27<sup>th</sup> September 2023

# BOARD OF DIRECTORS

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**Mr. L Vinay Reddy**  
Chairman  
& Managing Director



**Mrs. Taruna Reddy**  
Non- Executive Director



**Mr. Rajiv Mathur**  
Independent Director



**Mr. Mohangandhi  
Muruganathaswamy**  
Independent Director



**Mr. Amit Pandit**  
Independent Director



**Mr. Vindamuri Giriraj**  
Executive Director



# CORPORATE INFORMATION

## BOARD COMMITTEES

### AUDIT COMMITTEES

Amit Pandit  
Rajiv Mathur  
Vindamuri Giriraj

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Rajiv Mathur  
Amit Pandit  
L Vinay Reddy

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Taruna Vinay Reddy  
Rajiv Mathur  
Amit Pandit

### NOMINATION & REMUNERATION COMMITTEE

Mohangandhi Muruganathaswamy  
Rajiv Mathur  
Taruna Reddy

### CHIEF FINANCIAL OFFICER

Rajashekara T

### COMPANY SECRETARY & COMPLIANCE OFFICER

Vineesh Vijayan Thazhumpal

### 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

### BANKERS

HDFC BANK LIMITED

### 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

707/2C, Sengalipalayam Village, Kanjikovil Post,  
Perundurai Taluk,  
Erode District - 638116

SY 28,R.R.R.Farm House.  
Gabbadi Kaval.  
Kebbe Doddi Gate. Harohalli  
Kanakapura Taluk. Ramanagara.  
District. Pin Code:562112

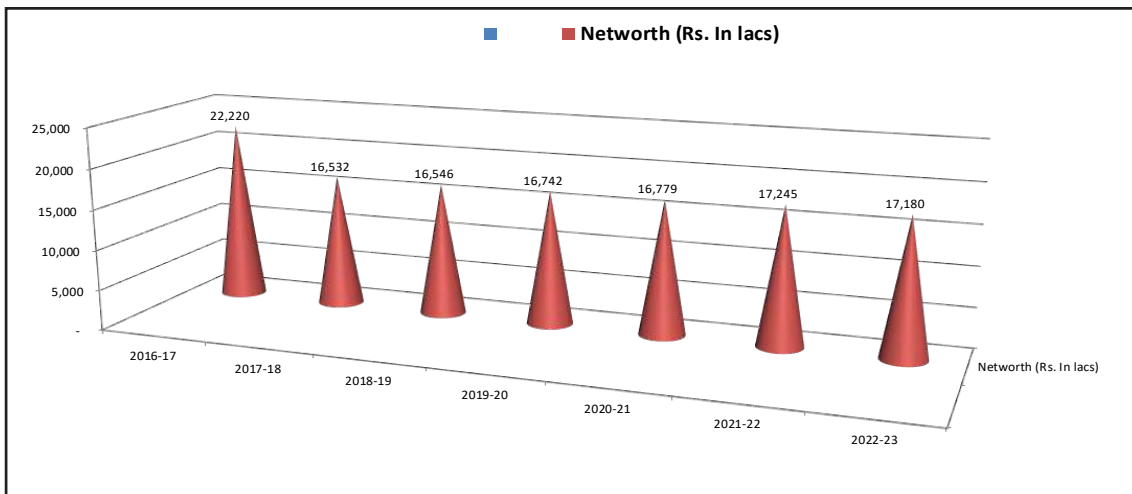
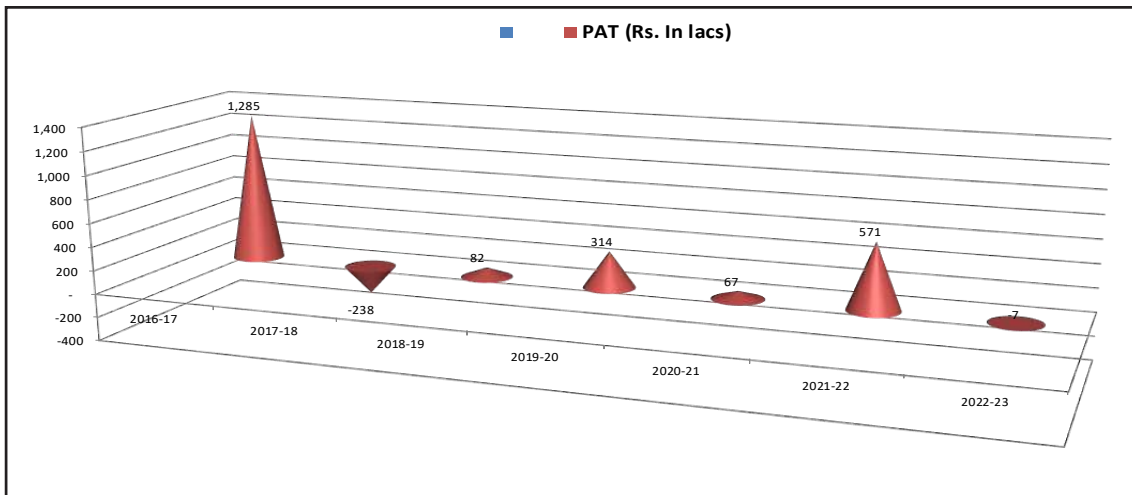
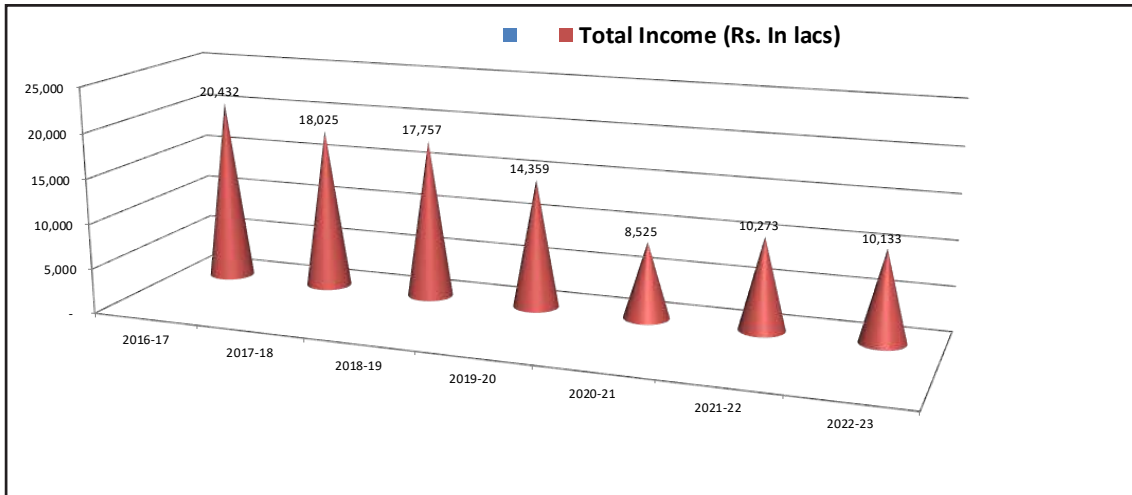
46/2 Guru Prasanna Industrial Area  
Konanakunte Cross  
Kanakapura Main Road  
Bangalore- 560062

No.105 Aswath Ind.Estate, Uthari Road,  
Kaggalipura Kanakapura Main Road,  
Bangalore -560082.

Survey No. 10/7, Thalagatpura Village,  
Utharhalli Hobile, Kanakapura Main Road,  
Bangalore -560109.

(₹ in Lakhs)

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17
<b>FINANCIAL POSITION:</b>							
Net Fixed Assets	2,521.33	2,313.65	2,366.16	2,730.26	2,473.00	2,612.31	4,914.86
Investments	8,677.59	8,585.84	7,974.36	5,823.85	5,978.39	4,420.44	9,264.65
Current Assets, Loans & Advances	9,241.38	7,863.33	6,741.83	10,133.26	11,003.06	10,360.04	11,878.80
Deferred Tax Assets						-	-
Other Non-Current Assets	1,089.60	1,772.56	1,944.06	1,847.83	780.00	1,670.14	247.01
<b>Total Assets</b>	<b>21,529.90</b>	<b>20,535.38</b>	<b>19,026.42</b>	<b>20,535.20</b>	<b>20,234.45</b>	<b>19,062.92</b>	<b>26,305.31</b>
Long Term loans	-	5.00	-	750.00	-	-	-
Long Term Provisions	242.93	230.83	143.09	205.59	161.00	31.18	100.24
Other Financial Liabilities	397.08	335.38	-	-	-	-	-
Lease Liabilities	264.09	-	-	-	-	-	-
Current Liabilities & Provisions	2,561.63	1,811.33	1,202.99	1,963.40	2,657.00	1,680.22	3,225.30
Deferred Tax Liabilities	884.13	908.23	901.77	873.89	870.00	819.51	759.88
<b>Total Liabilities</b>	<b>4,349.86</b>	<b>3,290.77</b>	<b>2,247.85</b>	<b>3,792.88</b>	<b>3,688.00</b>	<b>2,530.92</b>	<b>4,085.42</b>
Net Worth	17,180.04	17,244.61	16,778.57	16,742.32	16,546.45	16,532.00	22,219.89
Represented by:							
Share capital	1,480.00	1,480.00	1,480.00	1,480.00	1,480.00	1,480.00	1,680.00
Reserves and Surplus	15,700.04	15,765.00	15,298.57	15,262.31	15,066.00	15,052.00	20,539.89
Less: Misc. Expenditure not w/o						-	-
	<b>17,180.04</b>	<b>17,245.00</b>	<b>16,778.57</b>	<b>16,742.31</b>	<b>16,546.00</b>	<b>16,532.00</b>	<b>22,219.89</b>
<b>OPERATING PERFORMANCE:</b>							
Total Income	10,132.80	10,273.19	8,524.60	14,359.04	17,757.00	18,024.52	20,431.69
Total Operating Expenditure	9,890.48	9,396.57	8,252.96	13,619.92	16,842.00	16,675.53	17,820.14
Deferred Expenses						-	-
<b>Earnings Before Interest and Depreciation</b>	<b>242.32</b>	<b>876.62</b>	<b>271.64</b>	<b>739.12</b>	<b>915.00</b>	<b>1,348.98</b>	<b>2,611.56</b>
Interest	50.25	31.97	9.76	9.38	7.00	100.23	92.19
Depreciation	195.43	165.54	167.02	176.22	169.00	342.51	339.56
Extra-Ordinary Items	-	-	-	151.08	416.00	1,402.59	398.30
<b>Profit Before Tax</b>	<b>-3.36</b>	<b>679.11</b>	<b>94.85</b>	<b>402.45</b>	<b>323.00</b>	<b>-496.35</b>	<b>1,781.50</b>
Taxation	3.82	107.93	27.88	88.38	241.00	-258.30	496.48
<b>Profit After Tax</b>	<b>-7.18</b>	<b>571.18</b>	<b>66.97</b>	<b>314.07</b>	<b>82.00</b>	<b>-238.05</b>	<b>1,285.02</b>
Number of Equity Shares	1,48,00,000.00	1,48,00,000.00	1,48,00,000.00	1,48,00,000.00	1,48,00,000.00	1,48,00,000.00	1,68,00,000.00
Face Value of Share (₹)	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Earnings Per Share (₹)	-0.05	3.86	0.45	2.12	0.55	-1.61	7.65







## 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](mailto:corporate@lovableindia.in); Website: [www.lovableindia.in](http://www.lovableindia.in)

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### NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the 36th Annual General Meeting (AGM) of the Members of Lovable Lingerie Limited ("Company") will be held on Wednesday, 27<sup>th</sup> September, 2023 at 11:00 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vindamuri Giriraj (DIN: 09719564), who retires by rotation and being eligible, offers himself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Vindamuri Giriraj (DIN: 09719564) who retires by rotation and being eligible offers himself for re- appointment, be and is hereby re-appointed as a Director of the company."

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

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

Mumbai, August 30, 2023

#### 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. In accordance with the provisions of the Act read with the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular Nos. 2/2022 and 3/2022 dated May 05, 2022, General Circular No. 10/2022 and 11/2022 dated December 28, 2022 (hereinafter referred to as "MCA Circulars"), the forthcoming 36<sup>th</sup> AGM of the Company is scheduled on Wednesday, 27<sup>th</sup> September, 2023 through video conferencing ("VC") or other audio visual means ("OAVM"). Hence, members can attend and participate in the ensuing 36<sup>th</sup> AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to dmz@dmzaveri.com with copies marked to the Company at corporate@lovableindia.in and to its RTA at instameet@linkintime.co.in
5. Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email addresses with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- i) Kindly log in to the website of our RTA, Link Intime India Private Ltd. [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit.

OR

- ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. for assistance in this regard.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime India Pvt. Ltd. (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.



8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to Link Intime India Pvt. Ltd. in case the shares are held in physical form.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
12. In compliance with the aforesaid MCA Circulars and SEBI Circular Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and MCA Circulars referred above, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.lovableindia.in](http://www.lovableindia.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Link Intime India Private Limited. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Link Intime India Pvt. Ltd.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083 Ph: 022-49186000. Members holding shares in demat form are requested to inform the concerned depository Participants of any change in address, dividend mandate, e-mail etc. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.



18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 27<sup>th</sup> September, 2023. Members seeking to inspect such documents can send an email to [corporate@lovableindia.in](mailto:corporate@lovableindia.in)
19. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the Link Intime India Private Limited (‘LIPL’) . Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Dharmesh Zaveri, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
20. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 23<sup>rd</sup> September 2023 to Wednesday, 27<sup>th</sup> September, 2023 (both days inclusive) for the purpose of the 36<sup>th</sup> Annual General Meeting of the Company.
21. The e-voting period commences on Saturday, 23<sup>rd</sup> September 2023 (9:00 a.m. IST) and ends on Tuesday, 26<sup>th</sup> September, 2023 (5:00 p.m. IST). During this period, a member holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, 20<sup>th</sup> September, 2023 may cast their votes electronically. The e-voting module will be disabled by LIPL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.
22. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
23. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, LIPL and will also be displayed on the Company’s website, [www.lovableindia.in](http://www.lovableindia.in)
24. Members may also note that the Notice of the 36<sup>th</sup> AGM and the Annual Report 2022-23 will also be available on the Company’s website, [www.lovableindia.in](http://www.lovableindia.in), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of LIPL <https://instavote.linkintime.co> .

#### **I. Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under



“Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

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

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

## **3. Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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





1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

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

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

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

**Cast your vote electronically:**

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

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.



### Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

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

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

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

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

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



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

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

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

### Notes:

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

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

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

### ◆ Instructions for Members attending the AGM through InstaMeet:

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

- i. Members are entitled to attend the AGM through VC/OAVM provided by the RTA by following the below mentioned process. Facility for joining the AGM through VC/ OAVM shall be open 30 minutes before the time scheduled for the AGM and shall expire 15 minutes after the scheduled time of the Meeting, and will be available to the Members on first come first serve basis.
- ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors, etc. may be allowed to attend the Meeting without restrictions of first come first serve basis. Members may log-in and join 30 minutes prior to the scheduled time of the Meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.
- iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:



1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with following details:
  - a) DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
    - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Members holding shares in NSDL demat account shall provide sixteen digit demat number - 8 Character DP ID followed by 8 Digit Client ID
    - Members holding shares in physical form shall provide Folio Number registered with the Company
  - b) PAN: Enter your 10 digit PAN. (Members who have not updated their PAN with the DP/Company shall use the sequence number provided to them, if applicable)
  - c) Please enter your mobile number.
  - d) Please enter your email ID as recorded with your DP/RTA/Company.
2. Click on “Go to Meeting”. You are now registered for InstaMeet and your attendance is marked for the meeting.

◆ **Instructions for Members to register themselves as speakers during AGM:**

- i. Members who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail address, mobile number at [corporate@lovableindia.in](mailto:corporate@lovableindia.in) on or before 20<sup>th</sup> September, 2023.
- ii. Members will receive “speaking serial number” once they mark attendance for the Meeting.
- iii. Other Members may ask questions to the panelist(s), via active chat-board during the Meeting.
- iv. Please quote your serial number and start your conversation with panelist(s) by switching on the video and audio of your device.
- v. Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- vi. Members are requested to speak only when the moderator of the Meeting will announce the name and serial number for speaking.
- vii. The caption/subject of the email may please be mentioned as “Speaker for AGM\_<DP ID>\_<Client ID>”. Those Members who have registered themselves as speaker will only be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- viii. Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at [corporate@lovableindia.in](mailto:corporate@lovableindia.in). The same will be replied by the Company, suitably.
- ix. Members should be allowed to use camera and required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance while speaking.





◆ **Declaration of results on the resolutions:**

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

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

- i. Please refer the following instructions for the software requirements and kindly ensure to install the same on the device which would be used to attend the AGM. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you below / at InstaMeet website.
- ii. Guidelines for the registered speakers for speaking at the AGM through Link Intime India Private Limited's InstaMeet <<<https://instameet.linkintime.co.in>>>
  - a) For a smooth experience of viewing the AGM proceedings through LIPL's InstaMEET, shareholders/ members who are registered as speakers for the event i.e. AGM are requested to download and install the Webex Meetings application in advance. Please download and install the Webex Meetings application by clicking on the link <https://www.webex.com/downloads.html/>

OR

- b) If you do not want to download and install the Webex Meetings application, you may join the meeting through InstaMEET and follow the process mentioned as under:

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



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

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

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

Mumbai, August 30, 2023

**Registered Office:**

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



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

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

<b>Particulars</b>	
Name	Vindamuri Giriraj
DIN	09719564
Date of Birth	September 11, 1968
Date of First Appointment on Board	August 29, 2022
Qualifications	MBA in Business Management
Work Experience	Overall sales & marketing experience spanning close to 3 decades Other industries served by him include luggage, garments & socks apart from 25 years of experience in innerwear industry With regard to the current experience he handles both the brands viz., Lovable & Daisy Dee and oversees the sales & marketing function and actively involving himself in the day-to-day operations
Directorships in other Companies	Not Applicable
Expertise in specific functional areas	Marketing
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders' Relationship Committee)	Nil
No. of Shares Held in the Company as on 31st March 2023.	Nil
Relationship with Other Directors	NA

## DIRECTORS' REPORT And Management Discussion and Analysis

To,  
The Members,

Your Company's Directors are pleased to present the 36<sup>th</sup> Annual Report of the Company, along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2023.

### FINANCIAL SUMMARY

(₹ in Lakhs)

Particulars	2022-23	2021-22
Revenue from operations	9,548.73	9,721.95
Operating Expenditure	9,890.48	9,396.57
<b>Profit Before Interest, Tax &amp; Depreciation</b>	<b>(341.75)</b>	<b>325.38</b>
Other Income (net)	584.07	551.24
Finance Costs	50.25	31.97
Profit before Tax and Depreciation	192.07	844.66
Depreciation and amortization expense	195.43	165.54
<b>Profit before Extra-Ordinary Item</b>	<b>(3.36)</b>	<b>679.11</b>
Extra-Ordinary Item	-	-
<b>Profit before Tax (PBT)</b>	<b>(3.36)</b>	<b>679.11</b>
Provision for Taxation	3.82	107.93
<b>Profit for the year (PAT)</b>	<b>(7.18)</b>	<b>571.18</b>
Surplus brought forward from previous year	9,742.02	9275.98
<b>Amount available for appropriation</b>	<b>9,751.44</b>	<b>9816.02</b>
<b>Appropriations:</b>		
Transferred to General Reserve	-	-
Dividend (excluding tax)	74.00	74.00
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	-	-
Fair Value Changes on Investments		
Balance Carried to Balance Sheet	9,677.44	9742.02
EPS Basic & Diluted- Before Extraordinary Items (in ₹)	(0.05)	3.86
EPS Basic & Diluted- After Extraordinary Items (in ₹)	(0.05)	3.86

### OPERATIONS

For the financial year 2022-23, the Company recorded a net turnover of ₹ 9,548.73 lakhs as against ₹ 9,721.95 lakhs for the financial year 2021-22. The Net Profit Before Tax stood at ₹ -3.36 lakhs as against ₹ 679.11 lakhs over last year and Profit After Tax stood at ₹ -7.18 lakhs for the year as against ₹ 571.18 lakhs in the last year.

### SEGMENT-WISE RESULTS

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





## **TRANSFER TO RESERVES**

The Board do not propose any transfer to reserve.

## **DIVIDEND**

The Board of Directors does not recommended dividend for the financial year ended on 31st March, 2023.

## **SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANY**

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

## **MATERIAL CHANGES AND COMMITMENT**

No material changes (except global pandemic situations) and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate and the date of this report.

## **ANNUAL RETURN**

A copy of Annual Return as provided under section 92(3) and section 134(3)(a) of the Companies Act, 2013 ('the Act') in form MGT-7 is made available on the website of the Company and can be accessed at <https://www.lovableindia.in/Draft-annual-return>.

## **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Vindamuri Giriraj (DIN: 09719564) retires by rotation at the ensuing Annual General Meeting ('AGM') and is eligible for re-appointment. Therefore, the Board of Directors recommend the re-appointment of Mr. Vindamuri Giriraj as Executive Director of the Company.

During the year Mr. Gopal Sehjpal and Mr. Sivabalan P. Pandian vacate their office as Independent Directors of the Company w.e.f. 27th September 2022 upon expiry of their second term as an Independent Director.

### **During the year, the Company had appointed the following persons:**

1. Mr. Rajiv Mathur (DIN: 09639300) as Independent Director of the Company w.e.f 29<sup>th</sup> June, 2022.
2. Mr. Amit Pandit (DIN: 02437092) as Independent Director of the Company w.e.f. 12<sup>th</sup> August, 2022 and
3. Mr. V. Giriraj (Din: 09719564) as an Executive Director of the Company W.e.f. 29<sup>th</sup> August, 2022.

### **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. Rajashekara T, Chief Financial Officer (w.e.f. September 15, 2022)
- Mr. Vineesh Vijayan Thazhumpal, Company Secretary and 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. The policy is made available on the website of the Company and can be accessed at <https://www.lovableindia.in/policies>

## **DECLARATION BY INDEPENDENT DIRECTORS**

Necessary declarations have been obtained from all the Independent Directors that they meet the criteria of independence under Section 149(6) of the Act and under Regulation 25 read with Regulation 16 of Listing Regulations. In terms of Regulation 25(8) of the SEBI (LODR) Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence. The Board of Directors have taken on record the declaration and confirmation submitted by the Independent Directors and is of the opinion that they fulfil the conditions specified in the Act & Listing Regulations and are independent of the management.

Your Company's Board is of the opinion that the Independent Directors possess requisite qualifications, experience and expertise in Corporate Governance, Legal & Compliance, Financial Literacy, General Management, Human Resource Development, Industry Knowledge, Technology, digitisation & innovation.

## **TERMS AND CONDITIONS OF APPOINTMENT**

The terms & conditions of appointment Independent Director stipulates the manner of appointment, role & functions, duties, relevant provisions of section 149, 150 and 152 of the Act and 'Guidelines for Professional Conduct' pursuant to Schedule IV to the Act and are forming part of appointment letter.

## **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 Program 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 program is available on the website of the company [www.lovableindia.in](http://www.lovableindia.in) and may be accessed through the web link <https://www.lovableindia.in/policies>

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

The Board of Directors met 6 (Six) times during the year on 30<sup>th</sup> May 2022, 29<sup>th</sup> June 2022, 12<sup>th</sup> August 2022, 29<sup>th</sup> August 2022, 11<sup>th</sup> November 2022 and 14<sup>th</sup> February, 2023. 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 particulars of loans, guarantees and investments have been disclosed in the financial statements. Refer Note: 3 to the Financial statements.

## **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 <https://www.lovableindia.in/policies>. 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 are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a yearly basis for transactions which are of repetitive nature and or entered in the Ordinary Course of Business and are at Arm's Length.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions were entered during the year by the Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.



## **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 Whistle blower 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 <https://www.lovableindia.in/policies>.

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 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 A" 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; web link <https://www.lovableindia.in/policies>.

## **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 B" 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, 2023, 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 loss 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.

## **PUBLIC DEPOSITS**

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013.

## **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<sup>st</sup> March, 2023 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 35<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2022 until the conclusion of the 40<sup>th</sup> Annual General Meeting (AGM) to be held in year 2027.

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".

### **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 C". Reply to the observations made in Secretarial Report: the observation given by the Secretarial Auditor in respect of in respect of delay in submission of intimation of board meeting, dated 11 November 2022 of unaudited financial results for the quarter ended 30 September 2022 to BSE and NSE and of delay in submission of Annual Report for FY-2021-22 with BSE/NSE was unintentional and was occurred inadvertently and the fine was paid by the Company.

## **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, No transfer of Dividend was to be made to Investor Education Protection Fund for the FY 2022-23.

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar, for obtaining payments thereof at least 20 days before they are due for transfer to the said fund.

Pursuant to the provisions of the Investor Education Protection Fund (Accounting, Audit, Transfer and Refund) 2016 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 27, 2022), 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 SEBI (LODR) 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 D" 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.

### **OVERALL INDUSTRY**

The Indian Textile Industry has been a key contributor to the country's economy in the last three years, with 7% of the manufacturing production and 2.3% of the GDP attributed to the sector. According to the Indian Brand Equity Foundation (IBEF), the Textile and Apparel Industry accounts for 13% of the country's industrial production. It is the second-largest source of employment after agriculture, providing jobs to approximately 45 million people. It is the only industry that has generated huge employment for both skilled and unskilled labour.

India is well integrated in the value-chain of the Textile Industry from fibre to fashion.

Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers.





## 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:

- In June 2022, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated that the Indian government wants to establish 75 textile hubs in the country.
- As per the preliminary project report for the park, the State government of Karnataka has earmarked 1,550 acres of land in Firozabad, Nadisinnur, and Kiranagi villages in Kalaburagi district. The total cost of the infrastructure development of the park was estimated to ₹ 1,834 crore.
- Scheme for Capacity Building in Textile Sector (SAMARTH) - To address the skilled manpower requirement across textile sector, the scheme was formulated, under the broad policy guidelines of "Skill India" initiative and in alignment with the framework adopted for skilling programme by Ministry of Skill Development and Entrepreneurship. The scheme is approved for implementation till March, 2024.
- Amended Technology Up-gradation Fund Scheme (ATUFS): In order to promote ease of doing business in the country to achieve the vision of generating employment and promoting exports through "Make in India" with "Zero effect and Zero defect" in manufacturing, ATUFS was launched in January 2016 to provide credit linked Capital Investment Subsidy (CIS) to units for purchase of benchmarked machinery in different segment of Textile Sectors (excluding spinning). This scheme is effective up to March, 2022.
- National Technical Textile Mission: Creation of National Technical Textiles Mission for a period of 4 years (2020-21 to 2023-24) was approved with an outlay of ₹1480 crore for developing usage of technical textiles in various flagship missions, programmes of the country including strategic sectors.
- Production Linked Incentive (PLI) Scheme - The PLI Scheme for Textiles to promote production of MMF apparel, MMF Fabrics and Products of Technical Textiles in the country to create 60-70 global players, attract fresh investment of ₹ 19,000 crore approximately and generate almost 7.5 lakh new employment opportunities.
- PM-MITRA: To attract investment for 'Make In India' initiative and to boost employment generation through setting up of 7 (Seven) PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks in Greenfield/Brownfield sites with world class infrastructure including plug and play facility with an outlay of ₹ 4445 crore for a period of seven years upto 2027-28.
- Scheme for Integrated Textile Parks (SITP): The scheme provides support for creation of world-class infrastructure facilities for setting up of textile units.
- Integrated Processing Development Scheme (IPDS): In order to facilitate the textile industry to meet the required environmental standards and to support new Common Effluent Treatment Plants (CETP)/ upgradation of CEPTs in existing processing clusters as well as new processing parks specially in the Coastal Zones.

## 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



## **STRENGTH**

- India has rich resources of raw materials for the textile industry. It is one of the largest producers of cotton in the world and also rich in resources of fibres like polyester, silk, viscose etc.
- India is riched in highly trained manpower. The country has a huge advantage due to lower labour rates. Because of low labour rates, the manufacturing cost in textile manufacturing automatically comes down to very reasonable levels.
- India is highly competitive in spinning sector and has presence in almost all processes of the value chain.

## **OPPORTUNITY**

- Low per-capita domestic consumption of textile indicating significant potential growth.
- The Domestic market is extremely sensitive to fashion fads and this has resulted in the development of a responsive garment industry, catering to paying and aspirational customers.
- According to the Confederation of Indian Industry (CII), the Indian textile industry is expected to hit US\$ 250 billion production by FY25, rising at 12% CAGR between FY22-FY25. Exports are projected to reach US\$ 185 billion by FY25, doubling India's share of global textile trade to 10%.
- The industry growth will create jobs and generate value, attracting US\$ 180 billion in investments.

## **PERFORMANCE OF THE TEXTILE INDUSTRY**

- India's textile and garment exports have been growing at a steady pace, making it one of the leading textile exporters in the world. The industry exports a wide range of products, including cotton textiles, yarn, fabrics, and readymade garments. The United States, the United Arab Emirates, and the United Kingdom are the largest export destinations for Indian textiles.
- The Indian government has taken several steps to support the textile industry's growth and development. The government has implemented several schemes and initiatives, such as the Technology Upgradation Fund Scheme (TUFS), which provides financial assistance to textile units for the modernization and upgradation of technology. Additionally, the government has introduced schemes to promote the use of natural fibers such as cotton, silk, and wool, which has helped boost the demand for Indian textiles. The impact of the global and domestic economic slowdown is directly affect the performance of the industry.

## **INITIATIVES**

### **Capacity building:**

In order to steer your company into an aggressive growth path, the Company is looking into enter the mass segment, which had not been fully explored by the Company till date. To meet the expected demand from the mass segment, the company is building new capacity at our Erode Plant with an annual production capacity of 25 lakhs nos., which is 30% of the Company's total capacity.

### **Upskilling of Employees:**

Of all the factors of production, work force comes first. Upskilling and Reskilling the the work force in tune with the latest technological developments, not only motivates the employees but also increase the productivity and upgrades product standards. Your company, assisted with the Government of India Initiative on Upskilling and Resiklling "Samarth" schemes, set up and tied up with training centres to equip our work force with modern techniques.

### **New Product Categories and Styles:**

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



## Brand LOVABLE

- SECRECY L-1123 collection of Lovable comprised of Premium & Classic products- Secrecy bra that provides optimized breathing facility Light padding for augmenting shape and size Smart fabric designed with perm wedging technology, Specially designed fabric that feels like a silk.
- LE-239 - Anesthetically designed lace enhance the style quotient, engineer for a perfect shape, Full coverage padded bra, Superior soft cotton fabric that feels like a second skin

## Brand DAISY DEE

- YASHIKA( DD-47) Innovative cushion cups gives you soft pad effect. Full coverage with no seams, no stitches & no Creases in the cups, Superior soft fabric that feels like a second skin, Styled to give perfect fit and added comfort.
- SANA (DD-39) Hidden side shaper panels for firmness and uplifted look Quick dry fabric for quick absorbent Breathable fabric with additional properties of stretch and enhanced body cooling, Quick dry keeps you fresh throughout the day
- ZOYA(DD-11) Double layered seamless cups provide smooth finish to your sensuous curves, Crafted from soft cotton fabric that allows the skin to breathe, Moulded and full coverage cups, Styled to give perfect fit and added comfort.
- Claire - Comfortable for yoga, sports & everyday activities, Ultra soft and Durable under band, Wire free for all day comfort, Unique dual tone sports bra to give a perfect fit and added comfort

Please visit [lovableindia.in](https://lovableindia.in/) for <https://lovableindia.in/> for details about our products.

## ENVIROMENT, 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**

**Part 'A'**

Particulars	2022-23	2021-22
<b>Power &amp; Fuel Consumption</b>		
<b>1. Electricity</b>		
a) Purchased Units ( Lacs )	2.97	4.09
Total Cost ( Rs. In Lacs )	39.79	43.86
Rate/Unit (Rs.)	13.38	10.72
<b>b) Own Generation</b>		
<b>1) Through Diesel Generator</b>		
Units ( Lacs )	0.49	0.45
KWH per unit of fuel	4.67	4.67
Fuel Cost/Unit (Rs.)	16.61	18.46

**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	
	2022-23	2021-22
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 ₹ 7.05 lakhs (Previous year ₹ 11.64 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, 2023:

₹ in lakhs

Particulars	2022-23	2021-22
Foreign Exchange Earned	-	-
Exports (FOB)	-	-
Technical Assistance	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
Foreign Exchange Outgo	-	-
CIF Value of Imports	7.05	11.64
Travelling Expenses	-	-
Others	-	-
<b>Total</b>	<b>7.05</b>	<b>11.64</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	Year 2022-23	Year 2021-22	Explanation for change
1	Debtors Turnover	4.61	4.24	Lower sales and increase in sales realization period
2	Inventory Turnover	1.79	2.34	Lower sales
3	Interest Coverage Ratio	0.93	22.25	Lower Earnings
4	Current Ratio	3.61	4.34	Better credits terms from suppliers
5	Debt Equity Ratio	0.02	0.01	Marginal change
6	Operating Profit Margin (%)	0.49%	7.31%	Lower margin
7	Net Profit Margin (%)	-0.08%	5.88%	Loss incurred in the current year
8	Return on Net worth	-0.04%	3.36%	Loss incurred in the current year

### OPPORTUNITIES AND THREATS

#### Opportunities:

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

- Textile industry to reach \$250 billion business size by 2025
- The domestic apparel & textile industry in India contributed to 2.3% to the country's GDP, 7% of industry output in value terms
- India has a share of 5% of the global trade in textiles and apparel.



- The export of cotton Textiles was \$ 17.2 Bn with 39% share registering a growth of 54% and 67% during 2021-22 over FY 2020-21 and FY 2019-20, respectively.
- 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.

The domestic apparel & textile industry in India contributes approx. 2% to the country's GDP, 7% of industry output in value terms. The share of textile, apparel and handicrafts in India's total exports was 11.4% in 2020-21. India stands as the 3rd largest exporter of Textiles & Apparel in the world.

#### **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, 2023, the Company had 1272 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  
**Lovable Lingerie Limited**

Place: Mumbai  
Date: August 30, 2023

**L Vinay Reddy**  
**Chairman & Managing Director**  
(DIN: 00202619)

## ANNEXURE “A”

Annual Report on CSR Activities for the financial year ended 31<sup>st</sup> March, 2023

### 1. Brief outline on CSR Policy of the Company:

Lovable Lingerie Limited has a Board approved Corporate Social Responsibility (CSR) Policy in compliance with section 135 of the Companies Act, 2013 and the rules made thereunder.

The main objective of the CSR Policy is to lay down guidelines to make CSR a key business process and support programmes aimed at development of communities who are inequitably endowed. The Company believes in conducting its business responsibly, fairly and in a transparent manner. It continually seeks ways to bring about an overall positive impact on the society and environment where it operates.

The CSR mandate of the Company is undertaken either directly or through partnerships with implementing agencies with a proven track record of expertise, governance and implementation ability. The CSR projects undertaken by the Company are within the framework of Schedule VII of the Companies Act, 2013. The Company's CSR projects are focused on 4 core sectors of Education, Healthcare, Livelihoods and supporting Persons with Disabilities as a separate target group.

The CSR policy of the Company inter alia provides guiding principles for selection and implementation of CSR activities in pursuance of Schedule VII to the Companies Act, 2013 (Clause VI), roles and responsibilities of the CSR Committee (Clause VII), guidance for formulation of an annual action plan (Clause VIII), process for implementation of CSR activities (Clause IX), modalities of monitoring and evaluation framework (Clause X), manner of undertaking impact assessment (Clause XI) and reporting mechanism.

### 2. Composition of CSR Committee:

Name	Category	No. of Meetings held during financial year 2022-23	
		Held	Attended
Mrs. Taruna Reddy	Chairperson	3	3
Mr. Gopal Sehjpal*	Member	1	1
Mr. Rajiv Kumar Mathur	Member	2	2
Mr. Amit Anil Pandit	Member	2	2
Mr. L Vinay Reddy	Member	1	0

\*Mr. Gopal Sehjpal and Mr. Sivabalan Paul Pandian ceased as the member of the committee w.e.f. 29<sup>th</sup> August, 2022

### 3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

Composition of CSR Committee - <https://lovableindia.in/pages/composition-of-board-of-directors-and-committee-members>

CSR Policy - <https://lovableindia.in/pages/policies>

CSR project approved by the Board - <https://lovableindia.in/pages/policies>

### 4. Executive summary along with web-link(s) of Impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable.

5. (a) Average net profit of the Company as per sub-section (5) of section 135: ₹3,92,13,681/-
- (b) Two percent of average net profit of the Company as per sub-section (5) of section 135: ₹ 7,84,274/-.
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- (d) Amount required to be set off for the financial year, if any: ₹ 2,50,000/-
- (e) Total CSR obligation for the financial year (b+c-d): ₹ 5,34,274/-.
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 11,67,225/-.
- (b) Amount spent on Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: Nil
- (d) Total amount spent for the financial year (a+b+c): ₹11,67,225/-.
- (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Amount in ₹)	Amount Unspent (Amount in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 11,67,225/-	Nil	N.A.	N.A.	Nil	N.A.

- (f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	7,84,273/-
(ii)	Total amount spent for the Financial Year	14,17,225/-*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	6,32,952/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	6,32,952/-

\*including excess amount spent in FY 2021-22 amounting ₹ 2,50,000/-.

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR account under sub-section (6) of section 135	Balance amount in Unspent CSR account under sub-section (6) of section 135	Amount spent in the reporting Financial Year (In Lakhs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1.	2021-22	-		2.5	N.A.	-		
2.	2020-21	-		36.33		-		
3.	2019-20	-		10.32		-		
	<b>Total</b>	-		-	-	-	-	-

**8. Whether any capital asset has been created or acquired through Corporate Social Responsibility amount spent in the financial year: No**

If yes, enter the number of Capital Assets created / acquired: N.A.

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable**

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

**Mr. L Vinay Reddy**  
(DIN: 00202619)  
Chairman & Managing Director  
Date: 30th August, 2023

**Taruna Reddy**  
(DIN: 02787135)  
Chairman of CSR Committee  
Date: 30th August, 2023

## ANNEXURE “B”

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 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23:**

Name of Director and Key Managerial Personnel	Designation	Ratio of remuneration of each Director to median remuneration of employees	Increase / (Decrease) in Remuneration during financial year 2022-23
<b>A. DIRECTORS:</b>			
L Vinay Reddy	Chairman & Managing Director	-	-
Rajiv Kumar Mathur	Non-Executive Independent Director	0.53	Not Applicable
Amit Pandit	Non-Executive Independent Director	0.42	Not Applicable
Mohangandhi Muruganathaswamy	Non-Executive Independent Director	0.45	97%
Taruna Reddy	Non-Executive Director	0.36	21%
V. Giriraj	Executive Director	12.87	Not Applicable
Gopal Sehjpal	Non-Executive Independent Director	0.54	(23%)
Sivabalan P. Pandian	Non-Executive Independent Director	0.40	9%
<b>B. KEY MANAGERIAL PERSONNEL:</b>			
Rajashekar T**	Chief Financial Officer	Not Applicable	Not Applicable
Vineesh Vijayan Thazhumpal	Company Secretary	Not Applicable	234%

**Notes:**

1. Remuneration to Independent and Non-executive Directors consist of sitting fees paid for attending the meetings.
  2. Mr. Amit Pandit was appointed w.e.f. August 12, 2022, Mr. Rajiv Kumar Mathur appointed w.e.f. June 29, 2022, and Mr. V. Giriraj was appointed w.e.f. August 29, 2022.
  3. Mr. Gopal Sehjpal and Mr. Sivabalan Pandian vacate office as Independent Director w.e.f. September 27, 2022.
  4. Mr. Rajashekar T appointed as Chief Financial Officer of the Company w.e.f. September 15, 2022.
- ii. The percentage increase in the median remuneration of Employees for the financial year (Median 2023/ Median 2022): -5.26%
- iii. The Company has 1079 permanent Employees on the rolls of Company as on 31<sup>st</sup> March, 2023.



- iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year was 0.10% whereas the increase in the managerial remuneration was (1.00%).

- v. 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  
**Lovable Lingerie Limited**

Dated: August 30, 2023  
Place: Mumbai

**L Vinay Reddy**  
Chairman & Managing Director  
(DIN: 00202619)





## ANNEXURE “C”

### Secretarial Audit Report

Form No. MR-3

For the Financial year ended 31 March 2023

[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 March 2023, 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 March 2023 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;
- (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 and Sweat Equity) Regulations, 2021; **(Not relevant / applicable, since there are no share based benefits to employees during the year)**
  - (a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not relevant / applicable, since there is no issue of debt securities during the year)**
  - (e) 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;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not relevant / applicable, since there is no delisting of equity shares during the year)**
  - (g) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not relevant / applicable, since there is no buyback of equity shares during the year)**
  - (h) 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 and approved by the Government of India, as applicable under the Companies Act 2013;
- (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 except as follows:-**

- a) non-compliance of Regulation 29(2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of delay in submission of intimation of board meeting, dated 11 November 2022 of unaudited financial results for the quarter ended 30 September 2022 to BSE and NSE and in this regard. BSE/ NSE has levied fine of Rs. 11,800/- each and the same was paid by the Company.
- b) non-compliance of Regulation 34 & 36(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of delay in submission of Annual Report for FY-2021-22 with BSE/ NSE after the due date and in this regard. BSE/ NSE has levied fine of Rs. 2,360/- each and the same was paid by the Company.

**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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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: 30<sup>th</sup> August, 2023**

**ICSI UDIN: F005418E000875507**

**Peer Review Certificate No.: 1187/2021**

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.



## **Annexure A**

To,  
The Members,

### **Lovable Lingerie Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

### **For D. M. Zaveri & Co Company Secretaries**

**Dharmesh Zaveri (Proprietor)**

**FCS. No.: 5418**

**CP No.: 4363**

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2023**



## ANNEXURE “D”

### CORPORATE GOVERNANCE

The Report on Corporate Governance for the financial year ended 31<sup>st</sup> March 2023 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 FY 2022-23.

#### 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 2023, the Board of Directors had 6 (Six) Directors, comprising (i) 2 (Two) Executive Directors, and (ii) 4 (Four) Non-Executive Directors out of which 3 (Three) were Independent and 1 (One) Woman Non-Independent Director. Detailed profiles of the Director 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.

The Independent Directors provide a confirmation to the effect that they meet the criteria of independence as defined under the Companies Act, 2013. In the opinion of the Board, all the independent directors of the Company fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and they are independent of the management.



Mr. Anantharaman Mahadevan (DIN 00165226) resigned from the Board of Directors w.e.f. April 19, 2022 due to age related health issues. There were no other material reasons for his resignation.

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 FY 2022-23**

Name of the Director, Designation & DIN	Category	Number of board meetings during the year 2022-23		Whether Attended last AGM held on September 27, 2022	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 (Chairman & Managing Director) DIN: 00202619	Non-Independent, Executive	6	4	Yes	1	0	0	Husband of Mrs. Taruna Reddy
Taruna Reddy Director DIN: 02787135	Non-Independent, Non-Executive	6	2*	No	1	0	0	Wife of Mr. L Vinay Reddy
Mohangandhi Muruganathaswamy DIN: 07625896	Independent, Non-Executive	6	5	Yes	1	0	0	-
Amit Anil Pandit Director DIN: 02437092	Independent, Non-Executive	3	3	Yes	1	0	0	-
Rajiv Kumar Mathur Director DIN: 09639300	Independent, Non-Executive	4	4	Yes	0	0	0	-
Vindamuri Giri Raj Director DIN: 09719564	Executive	3	3	Yes	0	0	0	-
Gopal Sehjpal# Director DIN: 00175975	Independent, Non-Executive	4	4	Yes	1	1	1	-
Sivabalan Paul Pandian# Director DIN: 01573458	Independent, Non-Executive	4	3*	Yes	1	0	0	-

\*Were given leave of absence on request.

\$ 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.

#The Second Term of Independent directorships of Mr. Gopal Sehjpal and Mr. Sivabalan Paul Pandian ended on 35th AGM held on September 27, 2022.

**(iii) Details of Directorship held in listed Entity other than the Company:**

Sr. No.	Name of the Director	Name of the Listed Entities	Category of Directorship
1.	Mr. L Vinay Reddy	-	-
2.	Mrs. Taruna Reddy	-	-
3.	Mr. Amit Anil Pandit	-	-
4.	Mr. Rajiv Kumar Mathur	-	-
5.	Mr. Mohangandhi Muruganathaswamy	-	-
6.	Mr. Vindamuri Giri Raj	-	-

**(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:

Sr. No.	Skills / Expertise / Competencies	Mr. Vinay Reddy	Mr. Amit Anil Pandit	Mr. Rajiv Kumar Mathur	Mr. Mohangandhi Muruganathaswamy	Mr. Vindamuri Giri Raj	Mrs. Taruna Reddy
1.	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.	✓	✓	✓	✓	✓	✓
2.	Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	✓	✓	✓	✓	✓	✓
3.	Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,	✓	✓	✓	✓	✓	✓
4.	Leadership, Accounting, Financial Management, cost expertise and banking.	✓	✓	✓	✓	✓	✓
5.	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 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors must meet at least four times a year, with a maximum gap of 120 days between two Board meetings.





Board of Directors met 6 (Six) times during the year on 30<sup>th</sup> May 2022, 29<sup>th</sup> June 2022, 12<sup>th</sup> August 2022, 29<sup>th</sup> August 2022, 11<sup>th</sup> November 2022 and 14<sup>th</sup> February, 2023

### **3. MEETING OF INDEPENDENT DIRECTORS**

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

During FY 2022-23, the Independent Directors of Lovable met one time on March 28, 2023 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: <https://www.lovableindia.in/code-of-conduct>

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 <https://www.lovableindia.in/policies>.

The complaints and reports submitted to the Company and their resolution status are reported through the Chairman of the Audit Committee and, where applicable, to the Board. During FY 2022-23, 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 2022-23 were in the ordinary course of business and on arm's length basis. There were no 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. Prior omnibus approval is obtained for Related Party Transactions on a yearly basis for transactions which are of repetitive nature and or entered in the Ordinary Course of Business and are at Arm's Length. The details of related party transactions are discussed in detail in note 28.6 to the standalone financial statements.

No Material Related Party Transactions were entered during the year by the Company. The Company has formulated a policy on materiality of related party transactions and dealing with related party transactions which is available on the Company's website <https://www.lovableindia.in/policies>



Members of the Board and Management 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 <https://www.lovableindia.in/policies>

## **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 FY 2022-23. 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 3 (Three) members which includes 2 (Two) Independent Non-executive Directors viz. Mr. Amit Pandit, Mr. Rajiv Kumar Mathur and 1 (One) Non-independent, Executive Director, Mr. Vindamuri Giri Raj.

Mr. Amit Pandit 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 30<sup>th</sup> May 2022, 12<sup>th</sup> August, 2022, 11<sup>th</sup> November, 2022 and 14<sup>th</sup> February, 2023. 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 2022-23	Remarks
		Held/ Attended	
Mr. Amit Pandit	Chairman	2/2	-
Mr. Rajiv Kumar Mathur	Member	3/3	-
Mr. Vindamuri Giri Raj	Member	2/2	-
Mr. Gopal Sehjpal *	Chairman	2/2	-
Mr. Sivabalan Paul Pandian*	Member	2/2	-
Mr. L Vinay Reddy*	Member	2/2	-

\*The term of Mr. Gopal Sehjpal, Mr. Sivabalan Paul Pandian and Mr. L Vinay Reddy ceased as the member of the committee w.e.f. 29<sup>th</sup> August, 2022

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 27<sup>th</sup> September 2022.

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;
- Reviewing and monitoring the Auditor's independence, performance and effectiveness of the audit process;
- 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. Mohangandhi Muruganathaswamy, Mr. Rajiv Kumar Mathur, 1(One) Non-independent, Non- Executive Director Mrs. Taruna Reddy.

Mr. Mohangandhi Muruganathaswamy is the Chairman of the Committee.

During the year under review, 5 (Five) Nomination and Remuneration Committee Meetings were held on 30<sup>th</sup> May 2022, 29<sup>th</sup> June 2022, 12<sup>th</sup> August 2022, 29<sup>th</sup> August 2022 and 11<sup>th</sup> November 2022.

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 2022-23
		Held/ Attended
Mr. Mohangandhi Muruganathaswamy	Chairman	1/1
Mr. Rajiv Kumar Mathur	Member	1/1
Mrs. Taruna Reddy	Member	5/3
Mr. Sivabalan Paul Pandian*	Member	4/3
Mr. Gopal G. Sehjpal*	Chairman	4/4

\*Mr. Gopal Sehjpal and Mr. Sivabalan Paul Pandian ceased as the member of the committee w.e.f. 29<sup>th</sup> August, 2022

### 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 <https://www.lovableindia.in/policies>

#### iv. Details of Remuneration:

##### a) Executive Directors:

Name	Salary	Bonus	Contribution to PF	Perquisites	Total
L Vinay Reddy	-	-	-	-	-
Vindamuri Giri Raj	12,93,830	1,43,890	1,28,313	3,01,343	18,67,376

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 2022-23, 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 Independent Director Meeting 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
Amit Pandit	0.61	-	0.61
Rajiv Kumar Mathur	0.76	-	76.5
Gopal Sehjpal #	0.79	-	0.79
Sivabalan P. Pandian #	0.58	-	0.58
Taruna Reddy	0.52	-	0.52
Mohangandhi Muruganathaswamy	0.65	-	0.65

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

# Mr. Gopal Sehjpal and Mr. Sivabalan P. Pandian ceased to a director as on 27<sup>th</sup> September, 2022 due to end of their term.

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, 2023 are given below:**

<b>Name</b>	<b>Number of equity shares</b>
Taruna Reddy	340398
Amit Pandit	Nil
Rajiv Kumar Mathur	Nil
Gopal Sehjpal#	Nil
Sivabalan P. Pandian#	Nil
Anantharaman Mahadevan*	Nil
Mohangandhi Muruganathaswamy	Nil

# Mr. Gopal Sehjpal and Mr. Sivabalan P. Pandian ceased to act as a director as on 27<sup>th</sup> September, 2022 due to end of their term.

\*Mr. Anantharaman Mahadevan resigned from the Board on 19<sup>th</sup> April 2022.

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. Rajiv Kumar Mathur and Mr. Amit Anil Pandit and 1 (One) Non-independent Executive Director, Mr. L Vinay Reddy.

Mr. Rajiv Kumar Mathur 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 1 (One) time on 28<sup>th</sup> march, 2023.

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 2022-23	
		Held	Attended
Mr. Rajiv Kumar Mathur	Chairman	1	1
Mr. Amit Anil Pandit	Member	1	1
Mr. L Vinay Reddy	Member	1	0
Mr. Gopal Sehjpal*	Chairman	0	0
Mr. Sivabalan Paul Pandian*	Member	0	0

\*Mr. Gopal Sehjpal and Mr. Sivabalan Paul Pandian ceased as the member of the committee w.e.f. 29<sup>th</sup> August, 2022

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

- a. To look into redressal of grievances of shareholders, debenture holders and other security holders of the Company;
- b. 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.
- c. Allotment of shares and securities.
- d. Review of measures taken for effective exercise of voting rights by shareholders.
- e. 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.
- f. To oversee the performance of the Registrar and Transfer Agents and recommend measures for overall improvement in the quality of investor services;
- g. To investigate any activity within its terms of reference;
- h. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- i. To obtain outside legal or other professional advice;
- j. 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 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	Nil	Nil	Nil	Nil
2.	Non-receipt of shares lodged for transfer / exchange	Nil	Nil	Nil	Nil	Nil
3.	Non-receipt of Annual Report	Nil	Nil	Nil	Nil	Nil
4.	Others	Nil	1	1	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**v. Compliance officer:**

**Vineesh Vijayan Thazhumpal**  
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: corporate@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 director, Mr. Rajiv Kumar Mathur and Mr. Amit Anil Pandit, 1 (One) Non-independent Non-Executive director, Mrs. Taruna Reddy.

During the year under review, 3 (Three) CSR Committee Meetings was held on 12<sup>th</sup> August, 2022, 11<sup>th</sup> November, 2022 and 14<sup>th</sup> February, 2023.

**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 2022-23	
		Held	Attended
Mrs. Taruna Reddy	Chairperson	3	3
Mr. Gopal Sehjpal*	Member	1	1
Mr. Rajiv Kumar Mathur	Member	2	2
Mr. Amit Anil Pandit	Member	2	2
Mr. L Vinay Reddy	Member	1	0

\*Mr. Gopal Sehjpal and Mr. Sivabalan Paul Pandian ceased as the member of the committee w.e.f. 29<sup>th</sup> August, 2022



**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 Policy of the Company may be accessed through the web link: <https://www.lovableindia.in/policies>

**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 including amendment made thereto from time to time.

Necessary procedures have been laid down for Directors, officers and employees and other connected person 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 <https://www.lovableindia.in/insider-trading-code>

**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 SS Lunkad & 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 FY 2022-23, 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
2019-20	Saturday 29 <sup>th</sup> August, 2020	11:00 A.M.	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	No Special Resolution
2020-21	Monday 27 <sup>th</sup> September, 2021	11:00 A.M.	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	a) Continuance of appointment of Mr. Anatharaman Mahadevan (DIN 00165226) as an Independent Non-Executive Director.
2021-22	Tuesday 27 <sup>th</sup> September, 2022	11:00 A.M.	Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	a) Appointment of Mr. Rajiv Kumar Mathur (DIN: 09639300) as an Independent Director of the Company. b) Appointment of Mr. Amit Pandit (DIN: 02437092) as an Independent Director of the Company. c) To Re-appoint Mr. L Vinay Reddy as the Managing Director cum Key Managerial Personnel (KMP) of the company for a period of 2 (Two) Years.



**(ii) Extraordinary general meeting:**

No extraordinary general meeting of the members was held during the year 2022-23.

**(iii) Postal Ballot**

No postal Ballot was conducted during the year 2022-23.

**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 Financial Express (all English Edition) 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)

Presentation made to institutional investor or to the analysts – During the year under review, no presentation were made either to institutional investor or to the analysts.

**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

Date: Wednesday, 27<sup>th</sup> September, 2023  
Time: 11:00 A.M.  
Financial Year: 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023  
Venue: Video Conferencing (VC) / Other Audio Visual Means (OAVM)

## iii. Calendar of Financial Year ending 31<sup>st</sup> March, 2022

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, 2023 were held on the following dates:

First Quarter Results	12 <sup>th</sup> August, 2022
Second Quarter and Half yearly Results	11 <sup>th</sup> November, 2022
Third Quarter Results	14 <sup>th</sup> February, 2023
Fourth Quarter and Annual Results	30 <sup>th</sup> May, 2023

## iv. Tentative Calendar of Financial Year ending 31<sup>st</sup> March, 2023

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, 2023 are as follows:

For the quarter ended 30 <sup>th</sup> June 2023	25 <sup>th</sup> July, 2023
For the quarter and half-year ending 30 <sup>th</sup> September 2023	Last week of October or 1 <sup>st</sup> week of November 2023
For the quarter and nine months ending 31 <sup>st</sup> December 2023	Last week of January or 2 <sup>nd</sup> week of February 2024
For the year ending 31 <sup>st</sup> March 2024	Last week of May 2024
AGM for the year ending 31 <sup>st</sup> March 2023	August 2024 or September 2024

## v. Details of Book Closure for Equity Shareholders:, 23<sup>rd</sup> September 2023 to 26<sup>th</sup> September 2023 (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

## 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.

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 FY 2023-24 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

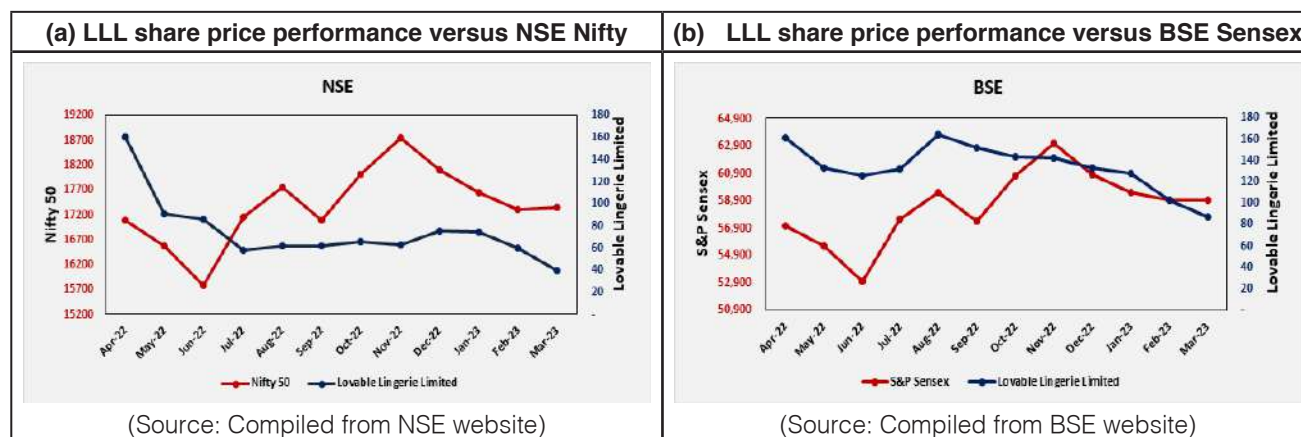
The monthly high and low prices of the Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31<sup>st</sup> March, 2023 are as under:

(In ₹)

NSE	BSE		NSE	
	High	Low	High	Low
<b>2022</b>				
April	172.00	132.85	174.00	134.20
May	165.00	120.00	165.95	120.00
June	144.00	112.90	143.00	112.30
July	136.30	121.60	137.50	122.50
August	178.00	128.65	178.00	129.20
September	181.50	148.05	180.95	148.15
October	164.00	140.70	160.00	140.05
November	161.00	133.00	162.15	133.90
December	150.25	123.20	151.90	123.00
<b>2023</b>				
January	142.00	126.00	141.10	125.55
February	130.35	101.00	130.60	101.00
March	119.70	84.15	115.35	84.10

(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



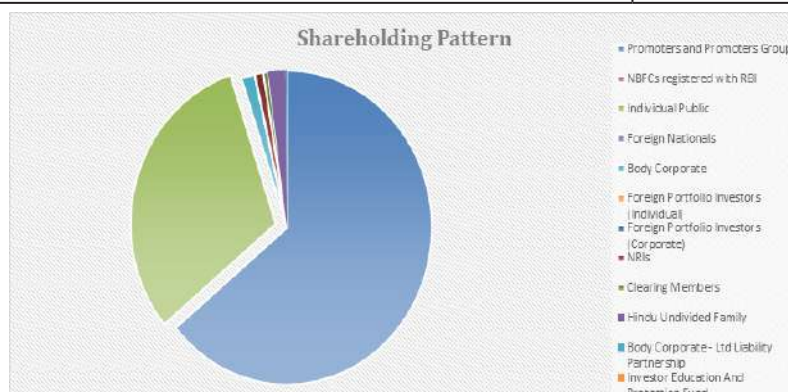
## Shareholding as on 31<sup>st</sup> March, 2023

### a. Distribution of Shareholding according to Shareholder's Class as on March 31, 2023

No. of shares	No. of Accounts		Shares of face value Re. 10/- each	
	Number of Shareholders	% to total accounts	Number of Shares	% to total shares
1 - 500	21930	92.57	2057541	13.90
501 – 1000	1013	4.28	793883	5.36
1001 – 2000	413	1.74	612556	4.14
2001 – 3000	129	0.54	326766	2.21
3001 – 4000	50	0.21	177806	1.20
4001 – 5000	50	0.21	234738	1.59
5001 – 10000	60	0.25	449774	3.04
10001 & above	44	0.19	10146936	68.56
<b>Total</b>	<b>24590</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, 2023

Category	Number of Shares Held	% of Total
Promoter and Promoter Group	94,65,209	63.95
Financial Institutions / Banks	-	-
Individual Public	45,77,026	30.93
Foreign Nationals	59	0.00
Bodies Corporate	2,56,049	1.73
Foreign Portfolio Investors (Individual)	150	0.00
Foreign Portfolio Investors (Corporate)	3,230	0.03
NRIs	1,92,775	1.07
Clearing Members	17,194	0.12
Hindu Undivided Family	2,71,947	1.83
NBFCs registered with RBI	1,000	0.01
Body Corporate - Ltd Liability Partnership	14,442	0.11
Investor Education And Protection Fund	919	0.01
<b>Total</b>	<b>14800000</b>	<b>100.00</b>







## xii. Shares held in Physical and Dematerialised Form

Breakup of physical and dematerialised shares as on March 31, 2023:

	No. of Shares	%	No. of folios	%
Physical	11	0.00	2	0.01
Demat				
NSDL	12144268	82.06	10966	46.97
CDSL	2655721	17.94	12719	53.02
<b>Total</b>	<b>14800000</b>	<b>100.00</b>	<b>23687</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.

## xiii. 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, 2023, the Company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

## xiv. 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	RS NO. 707/2C, Sengalipalayam Village, Kanjikovil Post, Perundururai Taluk, Erode District -638116

## xv. 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.

## xvi. 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 of the Company on Corporate Governance is attached as Exhibit 4 to the report.

## xvii. Commodity Price or Foreign Exchange Risk

Not Applicable

## xviii. Address for Correspondence

Investor correspondence should be addressed to M/s. Link Intime India 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

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.

**xix. 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.

**xx. Reconciliation of share capital audit**

For each quarter of FY 2022-23, a 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, and in accordance with regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a secretarial audit for FY 2022-23 was carried out by M/s D. M. Zaveri & Co., Practicing Company Secretaries, having more than 18 years of experience. The secretarial audit report forms a part of this annual report.

**xxi. Disclosure with respect to demat suspense account / unclaimed suspense account:**

There are no outstanding shares lying in the demat suspense account or unclaimed suspense account of the Company.

**xxii. Transfer of Unclaimed Dividend to IEPF:**

Pursuant to Section 124(5) of Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, 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 was not liable to transfer any amount to the fund.

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 the provisions of Investor Education and Protection Fund Rules the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 27<sup>th</sup> September, 2022 (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)).

**xxiii. Calendar for transfer of unclaimed dividend to IEPF:**

Financial Year	Type of Dividend	Date of Declaration	Amount Outstanding as on 31 <sup>st</sup> March 2022 (in ₹)	Due for transfer to IEPF
2015-16	Interim	10/03/2016	70,721.00	17/04/2023
2016-17	Final	30/08/2017	1,07,759.00	07/10/2024

Financial Year	Type of Dividend	Date of Declaration	Amount Outstanding as on 31 <sup>st</sup> March 2022 (in ₹)	Due for transfer to IEPF
2018-19	Final	26/09/2019	26,747.00	02/11/2026
2019-20	Final	29/08/2020	28,952.00	08/10/2027
2020-21	Final	27/09/2021	51,520.00	04/10/2028
2021-22	Final	27/09/2022	19,494.50	04/10/2029

**xxiv.** In compliance with the aforesaid MCA Circular dated May 05, 2022 and SEBI Circular dated December 31, 2022, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Those members who have not registered their e-mail id 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 as well as conducting the AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). MCA by Circular No. 10/2022 dated 28<sup>th</sup> December 2022 and SEBI vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 have extended the above exemptions till 30<sup>th</sup> September 2023

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

1. Number of complaints filed during the Financial Year 2022-23: NIL
2. Number of complaints disposed during the Financial Year 2022-23: NIL
3. Number of complaints pending as on end of the Financial Year 2022-23: NIL

**xxvi. Other Disclosures**

- a) No transaction of a material nature has been entered into by the Company with the related parties that may have a potential conflict with the interests of the Company at large. 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. 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: <https://www.lovableindia.in/policies>
- b) There has not been any non-compliance of mandatory requirements, except non-compliance of Regulation 17 of Securities and Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 for appointment of 6 Directors on the Board of the Company and the Company has filed the Waiver Application to the Stock Exchange. 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: ₹ 10,00,000/-
- 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 <https://www.lovableindia.in/policies>
- 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.
- 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.
- 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.
- i. Certificate on Corporate Governance

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

For **Lovable Lingerie Limited**

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

Mumbai  
Date: August 30, 2023



## Exhibit 1

### DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

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](http://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, 2023.

For **Lovable Lingerie Limited**

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

Mumbai  
Date: August 30, 2023



## 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, L Vinay Reddy, Managing Director of the Company in the capacity of Chief Executive Officer and Mr. Rajashekara T 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, 2023 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  
Chairman & Managing Director  
DIN: 00202619**

**Sd/-  
Rajashekara T  
Chief Financial Officer**

Place: Mumbai  
Date: August 30, 2023



### 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, 2023 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	Taruna Vinay Reddy	00175975
3	Mohangandhi Muruganathaswamy	01573458
4	Amit Anil Pandit	02787135
5	Rajiv Kumar Mathur	07625896
6	Vindamuri Giriraj	09639300

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.

Dated: August 26, 2023  
Place: Jalgaon

**For S S Lunkad & Associates**  
**Company Secretaries**

**Sushmita Swarup Lunkad**  
**C P No: 20418**  
**ACS No.: 54915**  
**UDIN: F012804E000871893**  
**PR NO. : 2815/2022**





**Exhibit 4**  
**CERTIFICATE ON 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, 2023 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.

Dated: August 26, 2023  
Place: Jalgaon

**For S S Lunkad & Associates**  
**Company Secretaries**

**Sushmita Swarup Lunkad**  
**C P No: 20418**  
**ACS No.: 54915**  
**UDIN: F012804E000871893**  
**PR NO. : 2815/2022**



## 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 standalone Balance Sheet as at March 31, 2023, and the standalone statement of Profit and Loss, (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone 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, 2023, and loss 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 Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 standalone financial statements under the provisions of the Act 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 on the standalone financial statements.

#### 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 matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditors Response
1.	Valuation accuracy completeness and disclosures pertaining to inventory with reference to IND AS 2. <ul style="list-style-type: none"><li>Inventory constitutes material component of Financial Statement. Correctness, completeness, and valuation are critical for reflecting true and fair financial results of operations.</li></ul>	Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows. <ul style="list-style-type: none"><li>We assessed the company's process regarding the maintenance of records, valuation and accounting of transactions relating to inventory as per Ind AS 2.</li><li>We have evaluated the design of internal controls relating to the recording and valuation of inventory.</li><li>We have carried out substantive audit procedures at the financial and assertion level to verify the allocation of overheads to inventory.</li></ul>

Sr. No.	Key Audit Matter	Auditors Response
2.	<p>Expected Credit Loss as per IND AS 109: The company has an ECL provision amounting to Rs. 26.79 Lakhs.</p> <p>Recognition and measurement of impairment relating to financial assets involves significant management judgment. With the applicability of Ind AS 109 "Financial Instruments", credit loss assessment is based on ECL model which is forward looking Expected Loss Approach.</p> <p>We have identified measurement of ECL as a key audit matter in view of the significant judgment and assumptions involved.</p>	<p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ol style="list-style-type: none"> <li>1) Examined the policy on ECL for impairment of financial assets and assessed compliance with Ind AS 109.</li> <li>2) Understood the process of ECL computation and tested design and operating effectiveness of key controls around data extraction and validation.</li> <li>3) Tested the ECL computation and ensured application of correct underlying factors like Probability of Default, Loss Given Default etc. basis the nature of products and models.</li> <li>4) Tested the mathematical accuracy of the computation by reperforming the formulas.</li> </ol>
3.	<p>Measurement of Investment in accordance with Ind AS 109 "Financial Instruments"</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• The Company's investments are subsequently classified into following categories based on the objective to manage the cash flows and options available in the standard: At amortized cost At fair value through profit or loss (FVTPL) At fair value through Other comprehensive Income (FVTOCI)</li> <li>• 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.</li> </ul>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the company's 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 tested the operating effectiveness of the aforesaid controls.</li> <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>

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.



Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibilities for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are 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.

The Board of Directors is 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone 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 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 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication. Standalone Independent Auditor's Report

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("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. A. 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) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 4 of the Companies Indian Accounting Standard Rules, 2015 as amended.

- (e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, 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”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company’s internal financial controls over financial reporting.
- B. 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:
- i. The Company has disclosed the impact of pending litigations in Note no. 28.2 on its financial position in its financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv.
    - 1) The management has represented that, to the best of its knowledge and belief, as disclosed in Note No. 28.11 to the accounts, No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
      - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Holding Company or its subsidiary companies and joint venture company incorporated in India or
      - provide any guarantee, security, or the like to or on behalf of the Ultimate Beneficiaries
    - 2) The management has represented, that, to the best of its knowledge and belief, as disclosed in Note No. 28.11 to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall:
      - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or
      - provide any guarantee, security, or the like from or on behalf of the Ultimate Beneficiaries.
    - 3) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e) as provided under clause (a) and (b) contain any material misstatement.
  - v. The dividend of Rs. 74,00,000 has been declared and paid during the year by the Company and is in compliance with Section 123 of the Act.



3 A. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the remuneration paid by the company to its director during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not more than the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

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

**Manish Kankani**  
**Partner**  
**M.No. 158020**  
**UDIN: 23158020BGUSDA9733**  
**Place: Mumbai**  
**Date: May 30, 2023**





## ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

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

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

### **i. In respect of company’s property, plant, and equipment:**

- a. i. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- ii. The Company has maintained proper records showing full particulars, of intangible assets.
- b. All property, plant and equipment have not been physically verified by the management during the year but there is a regular program of verification on sample basis which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- c. According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.
- d. No, the company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- e. There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

### **ii. In respect of its Inventories:**

- a. As explained to us, inventories have been physically verified by the management at reasonable intervals during the year and discrepancies noticed on physical verification of inventory as compared to the book records did not exceed 10% or more in the aggregate for any class of inventory.
- b. Yes, the company has been sanctioned working limits which is more than Rs 5 crores, in aggregate from banks, However, the working capital limit is against shares and securities and bank fixed deposit, so submission of stock statements is not required by the company.
- 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), (c), (d), (e) and (f) 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. 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, there were no disputed amounts payable in dues in arrears as on March 31, 2023, for a period of more than six months from the date they became payable.

**Details of dues of income-tax, sales-tax, service tax, duty of custom, value added tax, goods and service tax, and cess which have not been deposited as on March 31, 2023, on account of disputes, are given below:**

Name of Statute	Nature of Dues	Amount* (Rs.)	Period to which amount relates	Forum where disputes is pending
Customs Act	Custom Duty	47,19,798	AY 2010-11	Commissioner Of Customs, Bengaluru
Income Tax Act	Income Tax	6,66,744	A.Y. 2012-13	CIT (A)
Income Tax Act	Income Tax	5,08,524	A.Y. 2017-18	Rectification Request filed before ACIT, Mumbai
Income Tax Act	Income Tax	6,22,954	A.Y. 2019-20	National Faceless Appeal Centre
PF Demand U/s 8F of E.P.F.	PF dues	18,34,717	-	PF Authorities
National Company Law Tribunal- IBC	IBC U/s 9 Sec 60(5)	1,11,96,181	-	NCLT

- viii. According to information and explanations given to us, there were no transactions which were recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax, 1961.
- ix. In respect of default in repayment to Banks/FIs/Govt. Debenture holders:
- Based on our audit procedures and based on 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. During the year the Company has not taken loans from the Government or any Financial Institution.
  - Even the company is not declared as wilful defaulter by any bank or financial institution.
  - As per the examination of books the term loans were applied for the purpose for which the loans were obtained; there is no diversion of fund were noticed.
  - During the course of audit, funds raised on short term basis have not been utilized for long-term purposes.
  - As per the examination of books, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
  - As per the examination of books the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- x. In respect of end use of monies raised by way of IPO/FPO/Term Loans:
- In our opinion and according to the information and explanation given by the management, we are of the opinion that money raised by the Company by way of term loan (including debt instruments) 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.



- b. In our opinion and according to the information and explanation given by the management, the company has not made any preferential allotment (Sec. 62) or private placement (Sec. 42) of shares or convertible debenture (fully, partially, or optionally convertible) during the year.
- xi. In respect of Frauds noticed/reported:
- a. To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or on the company has been noticed or reported during the year.
- b. There is no reporting u/s 143(12) of the Companies Act, 2013 has been filed by us (the auditors) in from ADT-4 as prescribed under Rule 13 of companies (Audit and Auditors) Rules, 2014 with the central Government.
- c. No whistle blower complaints have been received by the company.
- 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 Financial Statements as required by the applicable accounting standards.
- xiv. In respect of company's Internal Audit:
- a. To the best of our knowledge the company has an internal audit system which is commensurate with the size and nature of its business.
- b. The audit report of internal auditors was considered while conducting statutory audit.
- xv. In Our opinion and according to the information and explanations given to us, during the year the Company has not entered in 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.
- xvii. As per the information and explanation given by the management, the company has not incurred any cash losses in the financial year 2022-23 and the immediately preceding financial year 2021-22.
- xviii. There was no resignation of auditor during the financial year, so the said clause is not applicable to company.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx. The CSR Obligation is applicable to the company and they have complied with the same.

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

**CA Manish Kankani**  
**Partner**  
**M.No. 158020**  
**UDIN: 23158020BGUSDA9733**  
**Place: Mumbai**  
**Date: May 30, 2023**



## **Annexure “B” to the Auditors’ Report**

(Referred to in Paragraph 2(f) 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”)**

#### **Opinion**

We have audited the internal financial controls over financial reporting Lovable Lingerie Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements 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 (the “Guidance Note”).

#### **Management’s and Board of Directors’ Responsibilities for Internal Financial Controls**

The Company’s Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 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 Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgement, including the assessment of the risks of material misstatement of the standalone 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 with Reference to Financial Statements**

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to financial statements include 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 standalone financial statements



in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone 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.

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

**CA Manish Kankani**  
**Partner**  
**M.No. 158020**  
**UDIN: 23158020BGUSDA9733**  
**Place: Mumbai**  
**Date: May 30, 2023**



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023

(₹ in Lacs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>A ASSETS</b>			
<b>1 Non-Current Assets</b>			
Property, Plant and Equipment	2	2,014.53	2,020.36
Right-of-Use Assets	2	280.90	-
Intangible Assets	2	225.90	293.29
Financial Assets		-	-
Investments	3	8,677.59	8,585.84
Other Financial Assets	4	312.34	319.84
Other Non-current Assets	5	777.26	1,452.72
		<b>12,288.52</b>	<b>12,672.05</b>
<b>2 Current Assets</b>			
Inventories	6	6,108.55	4,571.75
Financial Assets			
Trade Receivables	7	1,890.56	2,256.28
Cash and Cash equivalents	8	129.66	61.53
Short-Term Loans and Advances	9	140.40	150.32
Other Current Assets	10	972.20	823.45
		9,241.38	7,863.33
<b>TOTAL</b>		<b>21,529.90</b>	<b>20,535.38</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
Equity Share Capital	11	1,480.00	1,480.00
Other Equity	12	15,700.04	15,764.61
		<b>17,180.04</b>	<b>17,244.61</b>
<b>2 Non-Current Liabilities</b>			
Financial Liabilities			
Lease Liabilities	13	264.09	-
Borrowings	14	-	5.00
Other Financial Liability	15	397.08	335.38
Provisions	16	242.93	230.83
Deferred tax liabilities (net)		884.13	908.23
		<b>1,788.23</b>	<b>1,479.44</b>
<b>3 Current Liabilities</b>			
Financial Liabilities			
Short Term Borrowings	17	389.45	211.10
Trade payables	18		
Due to MSME		217.88	154.26
Due to other than MSME		1,647.00	1,037.69
Other current liabilities	19	256.62	243.01
Short Term Provisions	20	16.93	63.81
Current Tax Liabilities (Net)	21	33.76	101.47
		2,561.63	1,811.33
<b>TOTAL</b>		<b>21,529.90</b>	<b>20,535.38</b>

Summary of significant accounting policies  
The accompanying notes are an integral part of the financial statements.

1

As per our report of even date attached

**For and on behalf of the Board of Directors**

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

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

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

**Mr. Manish Kankani**  
Partner  
Membership No. 158020

**Mr. Rajashekara T**  
Chief Financial Officer

**Mr. Vineesh Vijayan T.**  
Company Secretary  
(M. No. : ACS 63683)

**Mumbai**  
May 30, 2023



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

(₹ in Lacs)

Particulars	Note No.	For the period ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>A CONTINUING OPERATIONS</b>			
1 Revenue from operations (gross)	22	9,548.73	9,721.95
Revenue from operations (net)		9,548.73	9,721.95
2 Other income	23	584.07	551.24
<b>3 Total revenue (1+2)</b>		<b>10,132.80</b>	<b>10,273.19</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed	24a	3,979.08	4,378.21
(b) Purchases of stock-in-trade	24b	191.81	299.47
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	24c	(1,395.30)	(1,078.59)
(d) Employee benefits expense	25	2,307.44	1,976.94
(e) Finance costs	26	50.25	31.97
(f) Depreciation and amortisation expense	2	195.43	165.54
(g) Other expenses	27	4,807.45	3,820.54
<b>Total expenses</b>		<b>10,136.16</b>	<b>9,594.08</b>
Profit before Exceptional items		(3.36)	679.11
<b>5 Profit from Continuing Operation before tax</b>		<b>(3.36)</b>	<b>679.11</b>
<b>6 Tax expense:</b>			
(a) Current tax expense for current year	21	33.76	101.47
(b) Deferred tax		(29.94)	6.47
		<b>3.82</b>	<b>107.93</b>
<b>7 Profit from continuing operations after tax</b>		<b>(7.18)</b>	<b>571.18</b>
<b>8 OTHER COMPREHENSIVE INCOME</b>			
i Items that will not be reclassified to Statement of Profit or Loss		22.45	(31.14)
ii Income Tax relating to Items that will not be reclassified to Statement of Profit or Loss		(5.84)	-
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		-	-
<b>Other comprehensive Income for the year .. Net of tax</b>		<b>16.61</b>	<b>(31.14)</b>
<b>Total Comprehensive Income for the year Net of Tax</b>		<b>9.43</b>	<b>540.04</b>
<b>9.i Earnings per share (of ₹ 10/- each):</b>			
(a) Basic			
(i) Continuing operations		(0.05)	3.86
		(0.05)	3.86
<b>(ii) Total operations</b>		<b>(0.05)</b>	<b>3.86</b>
<b>9.ii Earnings per share (excluding extraordinary items) (of ₹ 10/- each):</b>			
(a) Basic			
(i) Continuing operations		(0.05)	3.86
(ii) Total operations		(0.05)	3.86
(b) Diluted			
(i) Continuing operations		(0.05)	3.86
(ii) Total operations		(0.05)	3.86

**See accompanying notes forming part of the financial statements**

Summary of significant accounting policies  
The accompanying notes are an integral part of the financial statements.

1

As per our report of even date attached

**For and on behalf of the Board of Directors**

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

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

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

**Mr. Manish Kankani**  
Partner  
Membership No. 158020

**Mr. Rajashekara T**  
Chief Financial Officer

**Mr. Vineesh Vijayan T.**  
Company Secretary  
(M. No. : ACS 63683)

**Mumbai**  
May 30, 2023



## STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2023

### a. Equity Share Capital

Equity shares of ₹ 10 each issued, subscribed and fully paid

	Numbers	(₹ in Lacs)
<b>As at 1<sup>st</sup> April 2021</b>	<b>1,48,00,000</b>	<b>1,480.00</b>
Changes in equity share capital	-	-
<b>Restated balance as at 31<sup>st</sup> March 2022</b>	<b>1,48,00,000</b>	<b>1,480.00</b>
Changes in equity share capital during the year	-	-
<b>As at 31<sup>st</sup> March 2023</b>	<b>1,48,00,000</b>	<b>1,480.00</b>

### b. Other Equity

(₹ in Lacs)

Particulars	Other Equity			
	Securities Premium	General Reserve	Retained Earnings	Total Equity
<b>As at 1<sup>st</sup> April 2021</b>	<b>5,171.19</b>	<b>851.40</b>	<b>9,275.97</b>	<b>15,298.57</b>
Profit for the year	-	-	571.18	571.18
Other Comprehensive income	-	-	(31.14)	(31.14)
Dividend Paid	-	-	(74.00)	(74.00)
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>5,171.19</b>	<b>851.40</b>	<b>9,742.01</b>	<b>15,764.61</b>
Profit for the year	-	-	(7.18)	(7.18)
Other Comprehensive income	-	-	16.61	16.61
Dividend Paid	-	-	(74.00)	(74.00)
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>5,171.19</b>	<b>851.40</b>	<b>9,677.44</b>	<b>15,700.04</b>

Summary of significant accounting policies (Note-1)

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

#### For DMKH & Co.

Chartered Accountants  
FRN 116886W

#### Mr. Manish Kankani

Partner  
Membership No. 158020

#### Mumbai

May 30, 2023

#### For and on behalf of the Board of Directors

#### Mr. L. Vinay Reddy

Managing Director  
(DIN : 00202619)

#### Mr. Rajashekara T

Chief Financial Officer

#### Mrs. Taruna Vinay Reddy

Director  
(DIN : 02787135)

#### Mr. Vineesh Vijayan T.

Company Secretary  
(M. No. : ACS 63683)

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2023

(₹ in Lacs)

Particulars	For the period ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	(3.36)	679.11
Adjustments for:		
Depreciation and amortisation expenses	195.43	165.54
Fairvalue changes in financial instruments	22.45	(31.14)
Finance costs	(99.41)	72.47
Interest income	(184.86)	(151.43)
Dividend income	(3.87)	(5.09)
Net (gain) / loss on sale of investments	(434.41)	(325.67)
	<u>(504.67)</u>	<u>(275.32)</u>
Operating Profit before working capital changes	(508.04)	403.79
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(1,536.81)	(817.24)
Trade receivables	365.72	60.63
Short-term loans and advances	9.91	(4.36)
Long-term loans and advances	7.50	0.24
Other current assets	(217.23)	(78.26)
Other non-current assets	675.46	171.26
Adjustments for increase / (decrease) in operating liabilities:	-	-
Trade payables	672.93	255.06
Other current liabilities	13.61	38.91
Short-term provisions	(46.88)	15.51
Long-term provisions	12.11	87.74
	<u>(43.67)</u>	<u>(270.52)</u>
	<u>(551.71)</u>	<u>133.28</u>
Cash flow from extraordinary items	-	-
Cash generated from operations	(551.71)	133.28
Net income tax (paid) /refund	(32.98)	(20.31)
<b>Net cash fflow from / (used in) operating activities (A)</b>	<b>(584.69)</b>	<b>112.97</b>
<b>B. Cash flow from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	(81.94)	(140.04)
Capital subsidy receivable		
Disposal of Fixed assets	1.75	27.00
Right-of-use Asset	(322.92)	-
Lease Liability	264.09	-
Inter-corporate deposits (net)	-	6.75
Current investments not considered as Cash and cash equivalents		
- Purchase	342.66	(285.81)
- Proceeds from sale		
Interest received		
- Others	184.86	151.43
Dividend received		
- Others	3.87	5.09
	<u>-</u>	<u>392.37</u>
	<u>-</u>	<u>(235.58)</u>
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>-</b>	<b>(235.58)</b>



(₹ in Lacs)

Particulars	For the period ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>C. Cash flow from financing activities</b>		
Buyback of equity shares	-	-
Net increase / (decrease) in long term borrowings	(5.00)	5.00
Net increase / (decrease) in working capital borrowings	178.35	211.10
Net increase / (decrease) in Other Financial Liabilities	61.71	-
Proceeds from other short-term borrowings	-	-
Finance cost	99.41	(72.47)
Dividends paid	(74.00)	(74.00)
Tax on dividend	-	-
	260.46	69.63
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>260.46</b>	<b>69.63</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>68.13</b>	<b>(52.98)</b>
Cash and cash equivalents at the beginning of the year	61.53	114.50
<b>Cash and cash equivalents at the end of the year</b>	<b>129.66</b>	<b>61.53</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>		
Cash and cash equivalents as per Balance Sheet	129.66	61.53
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	129.66	61.53
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements)	-	-
<b>Cash and cash equivalents at the end of the year *</b>	<b>129.66</b>	<b>61.53</b>
* Comprises:	-	-
(a) Cash on hand	58.35	42.93
(c) Balances with banks	-	-
(i) In current accounts	67.80	14.37
(iv) Unpaid Dividend Account	3.51	4.22
	<b>129.66</b>	<b>61.53</b>

**See accompanying notes forming part of the financial statements**

Summary of significant accounting policies (Note-1)

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

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

**Mr. Manish Kankani**  
Partner  
Membership No. 158020

**Mumbai**  
May 30, 2023

**For and on behalf of the Board of Directors**

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

**Mr. Rajashekara T**  
Chief Financial Officer

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

**Mr. Vineesh Vijayan T.**  
Company Secretary  
(M. No. : ACS 63683)



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2023

### 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.

The said estimates are based on the facts and events, that existed at the reporting date, or that occurred after that date but provide additional evidence about condition existing at the reporting date.

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 noncurrent.

#### 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 Noncurrent 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:**

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. In case of land the Company has availed fair value as deemed cost on the date of transition to Ind AS.

Property, Plant and Equipment which are significant to the total cost of that item of Property, Plant and Equipment and having different useful life are accounted separately.

Depreciation on Property, Plant and Equipment is provided using Straight Line value method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II;

<b>Particulars</b>	<b>Depreciation</b>
Plant & Machinery (Useful life 25 years)	Over its useful life, based on internal assessment and independent technical evaluation)

### **Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortisation/depletion and impairment losses, if any. Such cost includes purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the Intangible Assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.



Gains or losses arising from derecognition of an Intangible Asset 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 derecognised. The Company's intangible assets comprises assets with finite useful life which are amortised on a straight-line basis over the period of their expected useful life. A summary of amortisation/depletion policies applied to the Company's Intangible Assets to the extent of depreciable amount is as follows:

<b>Particular</b>	<b>Amortisation / Depletion</b>
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.

#### **Finance Costs**

Finance cost includes interest expenses on working capital, security deposits received from vendors, Bank Charges and interest on lease.

#### **Employee Benefit expenses**

##### **Short Term Employee Benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

##### **Expected credit losses on trade receivables**

The expected credit loss provision on trade receivables are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the expected credit loss calculation based on the Company's history of collections, customer's creditworthiness and market conditions at the end of each reporting period.

#### **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 2023 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.

### **Cash and Cash Equivalents:**

Cash and cash equivalents comprise of cash on hand, cash at banks, short-term deposits and short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### **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 Goods & Services Tax (GST) 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 Indian Accounting Standard (INDAS 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.

### **Leases**

The Company, at the inception of a contract, assesses the contract as, or containing, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a



contract conveys the right to control the use of an identified asset, the Company assesses whether the contract involves the use of an identified asset, the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and the Company has the right to direct the use of the asset.

#### Company as a lessee

The Company recognises a ROU and a corresponding lease liability with respect to all lease agreements in which it is the lessee in the Balance Sheet. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the incremental borrowing rate (as the rate implicit in the lease cannot be readily determined). Lease liabilities include the net present value of fixed payments (including any in-substance fixed payments) and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option. Subsequently, the lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments including or when the lease contract is modified and the lease modification is not accounted for as a separate lease. The corresponding adjustment is made to the carrying amount of the ROU, or is recorded in profit or loss if the carrying amount of the related ROU has been reduced to zero and there is a further reduction in the measurement of the lease liability. ROU are measured at cost, comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date and any initial direct costs less any lease incentives received. Subsequent to initial recognition, ROU are stated at cost less accumulated depreciation and any impairment losses and adjusted for certain remeasurements of the lease liability. Depreciation is computed using the straight-line method from the commencement date to the end of the useful life of the underlying asset or the end of the lease term, whichever is shorter. The estimated useful lives of ROU are determined on the same basis as those of the underlying asset. In the Balance Sheet, the ROU and lease liabilities are presented separately. In the Statement of Profit and Loss, interest expense on lease liabilities are presented separately from the depreciation charge for the ROU. Interest expense on the lease liability is a component of finance costs, which are presented separately in the Statement of Profit or Loss. In the statement of cash flows, cash payments for the principal portion of lease payments and the interest portion of lease liability are presented as financing activities, and short-term lease payments and payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability, if any, as operating activities.

When a contract includes lease and non-lease components, the Company allocates the consideration in the contract on the basis of the relative stand-alone prices of each lease component and the aggregate stand-alone price of the non-lease components.

#### **Short-term leases and leases of low-value assets**

The Company has elected not to recognise ROU and lease liabilities for short term leases that have a lease term of twelve months or less and leases of low value assets. The Company recognises lease payments associated with these leases as an expense on a straight-line basis over the lease term.

#### **Company as a lessor**

Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Amounts due from lessees under a finance lease are recognised as receivables at an amount equal to the net investment in the leased assets. Finance lease income is allocated to the periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the finance lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

When a contract includes lease and non-lease components, the Company applies Ind AS 115 'Revenue from Contracts with Customers' to allocate the consideration under the contract to each component.

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

(₹ In Lacs)

	Land Freehold	Factory Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Total
<b>Gross Block</b>								
<b>At 1<sup>st</sup> April 2022</b>	320.71	397.57	1,783.89	51.46	56.12	1.88	77.90	2,689.54
Additions	-	-	70.56	0.55	9.47	-	0.94	81.53
Deletions	-	-	-	-	1.75	-	-	1.75
<b>At 31<sup>st</sup> March 2023</b>	320.71	397.57	1,854.45	52.02	63.85	1.88	78.85	2,769.32
<b>Depreciation</b>								
<b>At 1<sup>st</sup> April 2022</b>	-	104.28	395.20	48.89	46.92	1.79	72.11	669.18
Charge for the year	-	12.74	68.84	0.04	2.50	-	1.48	85.61
<b>On Disposals</b>	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March 2023</b>	-	117.02	464.04	48.93	49.42	1.79	73.59	754.79
<b>Net Block</b>								
<b>At 1<sup>st</sup> April 2022</b>	320.71	293.29	1,388.69	2.57	9.21	0.09	5.79	2,020.36
<b>At 31<sup>st</sup> March 2023</b>	320.71	280.55	1,390.41	3.08	14.43	0.09	5.25	2,014.53

## Right-of-use Assets#

(₹ In Lacs)

	<b>Right of use Assests</b>
<b>Gross Block</b>	
<b>At 1<sup>st</sup> April 2022</b>	-
Additions	322.92
Deletions	-
<b>At 31<sup>st</sup> March 2023</b>	<b>322.92</b>
<b>Depreciation</b>	
<b>At 1<sup>st</sup> April 2022</b>	-
<b>Charge for the year</b>	<b>42.02</b>
<b>On Disposals</b>	-
<b>At 31<sup>st</sup> March 2023</b>	<b>42.02</b>
<b>Net Block</b>	
<b>At 1<sup>st</sup> April 2022</b>	-
<b>At 31<sup>st</sup> March 2023</b>	<b>280.90</b>

#Right to use Assest taken on operating lease re capitalized as per Ind As 116.

## Intangible Assets

(₹ In Lacs)

	<b>Brands</b>	<b>Technical Know- How</b>	<b>Computer Software</b>	<b>Total</b>
<b>Gross Block</b>				
<b>At 1<sup>st</sup> April 2022</b>	1,169.90	450.00	12.73	1,632.63
Additions	-	-	0.41	0.41
Deletions	-	-	-	-
<b>At 31<sup>st</sup> March 2023</b>	<b>1,169.90</b>	<b>450.00</b>	<b>13.14</b>	<b>1,633.04</b>
<b>Depreciation</b>				
<b>At 1<sup>st</sup> April 2022</b>	<b>922.57</b>	<b>412.09</b>	<b>4.68</b>	<b>1,339.34</b>
<b>Charge for the year</b>	<b>35.60</b>	<b>30.46</b>	<b>1.74</b>	<b>67.80</b>
<b>On Disposals</b>	-	-	-	-
<b>At 31<sup>st</sup> March 2023</b>	<b>958.17</b>	<b>442.55</b>	<b>6.42</b>	<b>1,407.14</b>
<b>Net Block</b>				
<b>At 1<sup>st</sup> April 2022</b>	<b>247.33</b>	<b>37.91</b>	<b>8.06</b>	<b>293.29</b>
<b>At 31<sup>st</sup> March 2023</b>	<b>211.73</b>	<b>7.45</b>	<b>6.72</b>	<b>225.90</b>

**Note: 3 : Investments**

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
<b>Investment (Quoted : FVTPL, Unquoted ; Amortised Cost)</b>						
<b>(a) Investment in Government or Trust Securities</b>		<b>0.08</b>	<b>0.08</b>		<b>0.08</b>	<b>0.08</b>
(i) government securities / National Savings Certificate (Deposited with Sales Tax Authorities)						
(b) Investment in Juvenca Online Pvt Ltd (convertible share warrents)	-	1,000	1,000	-	1,000	1,000
(c) Investment in Equity Shares						
200 Equity Shares of Corporation Bank Limited of ₹ 10/- each at ₹ 80/- per share fully paid up.	<b>0.16</b>		<b>0.16</b>	<b>0.16</b>		<b>0.16</b>
<b>(d) Investment in Mutual Funds</b>						
10.50% Indusind Bank Security	230.01		230.01	230.01		230.01
10.50 Belstar Microfinance Ltd 2022	-		-	64.73		64.73
10.9% PUNJAB & SIND BANK PERPETUAL	-		-	223.38		223.38
11.05 % NAVI Finserv MLD 24-05-23	55.39		55.39	-		-
11.1% Hinduja Leyland Finance Ltd 2022	-		-	102.97		102.97
11.25% TMFL SR-B RR NCD PERPETUAL	-		-	51.95		51.95
11.50 % NAVI Finserv MLD 24-05-23	55.24		55.24	-		-
12.90% Cholamandalam Investment and Fin Co Prepetual NCD	-		-	111.36		111.36
8.35% Indiabulls Housing Finance Ltd - 08.09.2027	132.10		132.10	132.10		132.10
8.5% Shree Ram City Union Fin Ltd Mkt Linked NCD 2023	-		-	304.17		304.17
9.15 NAVI Finserve Ltd	101.24		101.24	101.24		101.24
9.50 Piramal Capital and HSG Fin	-		-	227.38		227.38
ABS Credit Risk Fund - Growth-Regular	399.98		399.98	693.90		693.90
Aditya Birla Capital Ltd	-		-	9.97		9.97
Aditya Birla Sunlife Equity Hybrid 95 Fund Growth Regular	-		-	361.98		361.98
Adity Birla Sunlife Regular Saving Fund Growth	-		-	549.97		549.97
Baroda Credit Risk Fund* - Plan A Growth	108.00		108.00	108.00		108.00
Baroda Credit Risk Fund* - Plan A Growth	267.81		267.81	267.81		267.81
Baroda Credit Risk Fund* - Plan A Growth	74.18		74.18	74.18		74.18
DEBT / Kotak FMP Series 308 - Regular Plan Growth	299.99		299.99	-		-
EdeIwise Fin & Investment Ltd 26 June 2023	102.37		102.37	102.37		102.37
HDFC Credit Risk Debt Fund-Regular Plan Growth	103.90		103.90	103.90		103.90
HDFC Credit Risk Debt Fund-Regular Plan Growth	615.01		615.01	615.01		615.01
HDFC Credit Risk Debt Fund-Regular Plan Growth	101.83		101.83	101.83		101.83

(₹ In Lacs)

Particulars	As at 31st March, 2023			As at 31st March, 2022		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	(₹ In Lacs)					
HDFC Credit Risk Debt Fund-Regular Plan Growth	201.39	-	201.39	201.39	-	201.39
HDFC Credit Risk Debt Fund-Regular Plan Growth	357.56	-	357.56	357.56	-	357.56
HDFC Credit Risk Debt Fund-Regular Plan Growth	545.17	-	545.17	-	-	-
HDFC Medium Term Debt Fund-Regular Plan Growth	499.98	-	499.98	-	-	-
ICICI Prudential Credit Risk Fund - Growth	279.99	-	279.99	-	-	-
Invesco India Credit Risk Fund Regular Plan Growth	424.98	-	424.98	339.98	-	339.98
Kotak Bond Fund(Short Term)-Growth Reglar	933.71	-	933.71	-	-	-
Kotak Money Market Scheme-Gr-Reg-erstwhile Kotak FI	0.00	-	0.00	-	-	-
Kotak Nifty SDL APR 2027 top 12 Equal Weight Index Fund Regular- Gr*	649.97	-	649.97	-	-	-
KOTAK NIFTY SDL PLUS AAA PSU BOND JUL 2028	399.98	-	399.98	-	-	-
L&T Credit Risk Fund Growth	-	-	-	399.98	-	399.98
Muthut Fincorp Ltd	-	-	-	512.66	-	512.66
Muthut Micro Fin Ltd	102.12	-	102.12	102.12	-	102.12
Muthut Micro Fin Ltd	-	-	-	200.37	-	200.37
Shriram City Union Finance Limited - Secured NCD	-	-	-	100.78	-	100.78
SHRIRAM FINANCE LTD MLD 23MAY2024(INE722A07BD0)	262.23	-	262.23	-	-	-
Spandana Sphoorty Financial Limited	-	-	-	218.91	-	218.91
Spandana Sphoorty Financial Limited-10 Year G-Sec	114.39	-	114.39	-	-	-
Spandana Sphoorty Financial Limited BR NCD 29 April 23	-	-	-	207.12	-	207.12
UTI Dynamic Bond Fund Regular Plan Growth	-	-	-	100.00	-	100.00
UTI Regular Savin Fund Groth	0.00	-	0.00	-	-	-
Investment in Equity Market	-	-	-	115.80	-	115.80
Loss on Investment A/c (FVTPL)	86.98	-	86.98	190.70	-	190.70
Fair Value Gain on Investment	69.68	-	69.68	-	-	-
Investment in Equity Shares	102.17	-	102.17	-	-	-
<b>Aggregate value of investments</b>	<b>7,677.50</b>	<b>1,000.09</b>	<b>8,677.59</b>	<b>7,585.75</b>	<b>1,000.09</b>	<b>8,585.84</b>



**Note : 4 : Other Financial Assets**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Security Deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	312.34	319.84
Doubtful	-	-
	<b>312.34</b>	<b>319.84</b>
Less: Provision for doubtful advances	-	-
<b>Total</b>	<b>312.34</b>	<b>319.84</b>

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

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) Capital Advance	29.53	30.53
(ii) Deposit with customs	27.77	27.77
(iii) Others	719.90	1,394.37
(b) Employee Gratuity Trust	0.05	0.05
<b>Total</b>	<b>777.26</b>	<b>1,452.72</b>

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

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Raw Materials	1,069.21	927.71
(b) Work-In-Progress	1,637.70	901.06
(c) Finished Goods	3,401.64	2,742.98
<b>Total</b>	<b>6,108.55</b>	<b>4,571.75</b>

**Note : 7 : Trade Receivables**
**(Carried at amortised cost)**
**Ageing for Trade Receivables as at 31st March, 2023**

(₹ In Lacs)

Particulars	Outstanding for Following Periods from Due Date of Payment					Total
	Less than 6 m.	6 M to 1 Yrs	1-2 Yrs	2-3 Yrs	More than 3 Yrs	
(i) Undisputed Trade Receivable - Considered Good	1,395.31	232.65	71.18	125.28	51.83	1,876.26
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	5.95	(32.28)	(26.13)	28.93	64.63	41.09
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
						<b>1,917.35</b>
<b>Less : Provision for Impairment</b>						<b>26.79</b>
						<b>1890.56</b>

**Ageing for Trade Receivables as at 31<sup>st</sup> March, 2022**

(₹ In Lacs)

Particulars	Outstanding for Following Periods from Due Date of Payment					
	Less than 6 m.	6 M to 1 Yrs	1-2 Yrs	2-3 Yrs	More than 3 Yrs	Total
(i) Undisputed Trade Receivable - Considered Good	1,770.46	112.91	154.51	48.32	142.22	2,228.43
(ii) Undisputed Trade Receivable - Considered Doubtful	-	2.28	0.34	0.73	5.84	9.19
(iii) Disputed Trade Receivable - Considered Good	-	3.94	52.72	13.71	-	70.37
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
						<b>2,308.00</b>
<b>Less : Provision for Impairment</b>						<b>51.72</b>
						<b>2256.28</b>

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

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Cash on Hand	58.35	42.93
(b) Balances with Banks		
(i) In current accounts	57.84	4.41
(ii) In deposit accounts -Margin Money	9.96	9.96
(c) In Earmarked Accounts		
	<b>67.80</b>	<b>14.37</b>
- Unpaid dividend (per contra)	3.51	4.22
<b>Total</b>	<b>129.66</b>	<b>61.53</b>
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 7 Cash Flow Statements.	129.66	61.53

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

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) Loans and advances to employees</b>		
Secured, considered good		
Unsecured, considered good	8.65	18.57
Doubtful	-	-
	<b>8.65</b>	<b>18.57</b>
Less: Provision for doubtful loans and advances	-	-
	<b>8.65</b>	<b>18.57</b>
<b>(b) Inter-Corporate Deposits</b>		
Secured, considered good	-	-
Unsecured, considered good	131.75	131.75

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Doubtful	-	-
	<b>131.75</b>	<b>131.75</b>
Less: Provision for doubtful inter-corporate deposits	-	-
	<b>131.75</b>	<b>131.75</b>
<b>Total</b>	<b>140.40</b>	<b>150.32</b>

**Note : 10 : Other Current Assets**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(i) Advance to Suppliers	59.53	36.32
(ii) Interest accrued on Deposits	4.93	4.26
(iii) Subsidy Receivable under TUF scheme	3.94	3.94
(iv) Prepaid Expenses	5.20	-
(v) GST ITC receivable	492.66	304.50
(vi) Income tax refund receivable	405.95	474.43
<b>Total</b>	<b>972.20</b>	<b>823.45</b>

**NOTE 11: Equity**

**(i) Share Capital**

	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	Number	(₹ in Lacs)	Number	(₹ in Lacs)
Authorised Equity Shares of ₹ 10/- each	1,80,00,000	1,800	1,80,00,000	1,800
<b>Issued</b> Equity Shares of ₹ 10/- each	1,48,00,000	1,480	1,48,00,000	1,480
<b>Subscribed and Paid up</b> Equity Shares of ₹ 10/- each	1,48,00,000	1,480	1,48,00,000	1,480

**(ii) Reconciliation of Number of shares**

**Equity Share of ₹ 10/- each**

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
	Number of Shares	Number of Shares
Opening Balance	1,48,00,000	1,48,00,000
Add : Shares Issued	-	-
Add : Shares issued on conversion of Optionally Convertible Debentures into Equity Shares	-	-
Less: Shares Buy-Back	-	-
<b>Closing Balance</b>	<b>1,48,00,000</b>	<b>1,48,00,000</b>

(iii) Shares in the Company held by Promoters holding and number of Shares held are as under:

Name of Shareholders	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022		% Change During the Year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
<b>Equity Shares</b>					
<b>Indian</b>					
Vinay Reddy	41,36,131	27.95	41,36,131	27.95	0%
Shobha Reddy	29,82,943	20.16	29,82,943	20.16	0%
Prashant Jaipal Reddy	17,15,252	11.59	17,15,252	11.59	0%
Taruna Vinay Reddy	3,40,398	2.30	3,40,398	2.30	0%
Lattupalli Vinay Reddy HUF	1,50,755	1.02	1,50,755	1.02	0%
L Jaipal Reddy HUF	5,344	0.04	5,344	0.04	0%
<b>Foreign</b>					
Lattupalli Veena Reddy	1,34,386	0.91	1,34,386	0.91	0%

(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 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022		% Change During the Year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
<b>Equity Shares</b>					
<b>Indian</b>					
L. Vinay Reddy	41,36,131	27.95	41,36,131	27.95	0%
Shobha Reddy	29,82,943	20.15	29,82,943	20.15	0%
Prashant Jaipal Reddy	17,15,252	11.59	17,15,252	11.59	0%

**Terms/Rights Attached to Equity Shares**

The Company has Equity Shares having a par value of ₹ 10/- each at the Balance Sheet Date. Each holder of Ordinary Shares, is entitled to one vote per member in case of voting by show of hands and one vote per Ordinary Shares held in case of voting by poll/ballot. Each holder of Equity Share is also entitled to normal dividend (including interim dividend, if any) as may declared by the company.

The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting.

In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distributions will be in proportion to the number of equity shares held by shareholder.

The Company does not have any holding Company.

**NOTE12: Other Equity**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>OTHER EQUITY</b>		
<b>Retained Earnings</b>		
Opening Balance	9,742.01	9,275.97
Profit For The Year	(7.18)	571.18
Dividend on Equity Shares	(74.00)	(74.00)
Tax on Dividend		
Other Comprehensive Income/(Loss) For The Year		
Fair Value Changes On Investments	16.61	(31.14)
Re-measurement Gains/ (Losses) on Defined Benefit Plans		
<b>Closing Balance</b>	<b>9,677.44</b>	<b>9,742.01</b>
<b>Securities Premium Reserve</b>		
<b>Opening Balance</b>	<b>5,171.19</b>	<b>5,171.19</b>
Change During The Year	-	-
<b>Closing Balance</b>	<b>5,171.19</b>	<b>5,171.19</b>
<b>General Reserve</b>		
Opening Balance	851.40	851.40
Change During The Year	-	-
<b>Closing Balance</b>	<b>851.40</b>	<b>851.40</b>
<b>TOTAL OTHER EQUITY</b>	<b>15,700.04</b>	<b>15,764.61</b>

**Note: 13 : Lease Liabilities**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Lease Liabilities	264.09	-
<b>Total</b>	<b>264.09</b>	<b>-</b>

**Note: 14 : Borrowings**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) Term loans</b>		
<b>From Others</b>		
Secured	-	-
Unsecured	-	5.00
	-	<b>5.00</b>
<b>Total</b>	<b>-</b>	<b>5.00</b>

**Note: 15 : Other Financial Liability**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Security Deposits Received</b>		
Distributors	397.08	335.38
<b>Total</b>	<b>397.08</b>	<b>335.38</b>

**Note: 16 : Provisions**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) Provision for employee benefits:</b>		
(i) Provision for compensated absences	13.71	13.71
(ii) Provision for gratuity (net) (Refer Note 28.3)	229.22	217.12
<b>Total</b>	<b>242.93</b>	<b>230.83</b>

**Note: 17 :Short Term Borrowings**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Loan repayable on demand		
From Banks		
Secured	389.45	211.10
<b>Total</b>	<b>389.45</b>	<b>211.10</b>

**(b) The Company has not defaulted in repayment of loans and interest**
**Details of terms of repayment and security provided in respect of the secured Short-term borrowings**

Particulars	Terms of Repayment and Security	Secured	Secured
Bank:	1) Sanction for the period of 12 months - renewable every year - repayable on demand	389.45	211.10
HDFC Bank Ltd, Mumbai	2) Primary Security: Debt Mutual Funds		
		<b>389.45</b>	<b>211.10</b>

**Note: 18 : Trade Payable**  
(Carried at amortised cost)

Ageing for Trade Payable Outstanding as at 31<sup>st</sup> March, 2023 is as follows

(₹ In Lacs)

Particulars	Outstanding for Following Periods from Due Date of Payment				
	Less than 1 Yr	1-2 Yrs	2-3 Yrs	More than 3 Yrs	Total
(i) MSME	163.91	-	-	-	163.91
(ii) Others	1,273.81	281.80	4.96	0.03	1,560.60
(iii) Disputed Dues MSME	-	-	-	53.97	53.97
(iii) Disputed Dues Others	-	82.98	0.72	2.70	86.40
	<b>1,437.71</b>	<b>364.77</b>	<b>5.68</b>	<b>56.71</b>	<b>1,864.87</b>

Ageing for Trade Payable Outstanding as at 31<sup>st</sup> March, 2022 is as follows

(₹ In Lacs)

Particulars	Outstanding for Following Periods from Due Date of Payment				
	Less than 1 Yr	1-2 Yrs	2-3 Yrs	More than 3 Yrs	Total
(i) MSME	100.29	-	-	-	100.29
(ii) Others	965.55	33.31	6.16	-	1,005.01
(iii) Disputed Dues MSME	-	-	53.97	-	53.97
(iii) Disputed Dues Others	32.67	-	-	-	32.67
	<b>1,098.51</b>	<b>33.31</b>	<b>60.13</b>	<b>-</b>	<b>1,191.95</b>

**Note: 19 : Other Current Liabilities**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Interest accrued and due on borrowings	-	9.26
(b) Unpaid dividends [ Per Contra ]	2.34	4.22
(c) Statutory Liabilities	52.34	33.50
(d) Advances from customers	-	-
(e) Salaries Payable	126.90	146.09
(f) Others - Expenses payable	75.04	49.93
<b>Total</b>	<b>256.62</b>	<b>243.01</b>

**Note : 20 : Short Term Provisions**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) Provision for employee benefits</b>		
(i) Provision for bonus	16.93	63.81
	<b>16.93</b>	<b>63.81</b>
<b>(b) Provision - Others:</b>		
(iii) Provision for proposed equity dividend	-	-
(iv) Provision for tax on proposed dividends	-	-
<b>Total</b>	<b>16.93</b>	<b>63.81</b>





**Note: 21 : Current Tax Liabilities**

(₹ In Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Provision for Income Tax	33.76	101.47
<b>Total</b>	<b>33.76</b>	<b>101.47</b>

**Note : 22 : Revenue from Operations**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
(a) Sale of products: Brassier /Panties/Lingerie Accessories/Garments	9,548.73	9,721.95
(b) Other Operating Income	-	-
<b>Total</b>	<b>9,548.73</b>	<b>9,721.95</b>

**Note : 23 : Other Income**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
(a) Interest income	145.79	138.71
(b) Dividend income: From Non-Current Investments	3.87	5.09
(c) Net gain on sale of: Non-Current Investments	434.41	325.67
(d) Loss of Goods by Fire	-	80.00
(e) Other non-operating income (net of expenses directly attributable to such income) (Refer Note (i) below)	-	1.77
<b>Total</b>	<b>584.07</b>	<b>551.24</b>
<b>(i) Other non-operating income comprises:</b>		
Profit on sale of fixed assets	-	-
Duty Drawback received	-	-
Miscellaneous income	-	1.77
<b>Total - Other non-operating income</b>	<b>-</b>	<b>1.77</b>

**Note : 24a : Cost of Materials Consumed**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Opening stock	927.71	1,189.05
Add: Purchases	4,120.58	4,116.87
Less: Closing stock	1,069.21	927.71
<b>Cost of Materials Consumed</b>	<b>3,979.08</b>	<b>4,378.21</b>

**Note : 24b : Purchase of Traded Goods**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Brassier /Panties/Lingerie Accessories	191.81	(□ in Lacs) 299.47
<b>Total</b>	<b>191.81</b>	<b>299.47</b>

**Note : 24c : Changes in inventories of finished goods, work-in-progress and stock-in-trade**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>Inventories at the end of the year:</b>		
Finished goods	3,401.64	2,742.98
Work-in-progress	1,637.70	901.06
Stock-in-trade	-	-
	<b>5,039.34</b>	<b>3,644.04</b>
<b>Inventories at the beginning of the year:</b>		
Finished goods	2,742.98	2,142.11
Work-in-progress	901.06	423.34
Stock-in-trade	-	-
	<b>3,644.04</b>	<b>2,565.45</b>
<b>Net (increase) / decrease</b>	<b>1,395.30</b>	<b>1,078.59</b>

**Note:: 25: Employee Benefits Expense**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Salaries and wages	2,039.95	1,780.96
Contributions to provident and other funds	221.23	161.84
Staff welfare expenses	46.26	34.14
<b>Total</b>	<b>2,307.44</b>	<b>1,976.94</b>

**Note: 26 : Finance Costs**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
(a) Interest expenses	28.03	27.78
(b) Bank Charges	6.44	4.19
(c) Interest on Lease	15.79	-
<b>Total</b>	<b>50.25</b>	<b>31.97</b>

**Note: 27 : Other expenses**

(₹ In Lacs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Subcontracting	725.30	476.34
Power and fuel	82.69	69.07
Rent including lease rentals	65.64	106.57
Repairs and maintenance - Machinery	5.95	7.93
Repairs and maintenance - Others	63.02	55.64
Insurance	7.98	3.86
Security Service Charges	39.14	34.95
Postage & Courier	19.98	12.71
Communication	1.81	2.31
Travelling and conveyance	277.06	236.07
Printing and stationery	8.59	9.19
Freight and forwarding	199.56	210.61
Sales commission	7.59	-
Sales Promotion Schemes	2,243.64	1,934.67
Selling & Distribution Expenses	1.80	-
Advertisement Expenses	547.79	142.63

(₹ In Lacs)

Particulars	For the year ended	For the year ended
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Business promotion / BTL	297.36	147.99
Legal and professional	52.26	75.61
Payments to auditors	10.00	8.00
Loss by Fire	-	107.00
Allowance for expected credit loss	(24.93)	51.72
Loss on Investment A/c (FVTPL)	103.72	43.74
Charities & Donations (CSR)	12.12	2.50
Miscellaneous expenses	59.37	81.43
<b>Total</b>	<b>4,807.45</b>	<b>3,820.54</b>

**Note: 28.1 Raw Materials Consumed**

(₹ In Lacs)

Particulars	For the year ended		For the year ended	
	31 <sup>st</sup> March, 2023		31 <sup>st</sup> March, 2022	
	%		%	
Indigenous	99.84	4,305.34	99.72	4,105.22
Imported	0.16	7.05	0.28	11.64
	<b>100</b>	<b>4,312.39</b>	<b>100</b>	<b>4,116.87</b>
<b>Note 28.2. Contingent Liabilities</b>				
Demand Notice from Customs Authorities *		47.20		47.20
*Out of this ₹ 27,70,000 deposited under protest				
Income Tax Demand A.Y. 2012-13 [ Appeal Pending before CIT (A)]		-		6.67
Income Tax Demand A.Y. 2017-18 [ Rectification Request filed before ACIT, Mumbai]		5.09		5.09
Income Tax Demand A.Y. 2019-20 [Appeal Pending before National Faceless Appeal Centre]		-		6.23
PF Demand U/s 8F of E.P.F. * Out of this ₹ 4,84,000 deposited under protest		18.35		18.35
National Company Law Tribunal IBC U/s 9 Sec 60(5) (Order received in favour of the Company on 6th May 2023)		111.96		111.96

**Note : 28.3. Employee Benefits**

(₹ In Lacs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
	<b>Gratuity</b>	
Current service cost	56.66	49.89
Interest cost	15.15	11.64
Expected return on plan assets	(0.14)	(1.97)
Net Actuarial (gain )/ loss to be recognized	(22.45)	31.14
Total expense recognized in the statement of Profit & Loss Account	49.22	90.70
Actual Contribution & Benefit Payments		
Actual Benefit Payments	-	-
Actual Contribution	-	-
Net Asset / (Liability) recognized in Balance Sheet		
Liability at the end of the year	232.23	218.13
Fair value of plan assets at the end of the year	3.00	1.01
(Net Asset)/ Liability recognized in the Balance Sheet	229.22	217.12
<b>Change in Defined Benefit Obligations (DBO)</b>		
Present Value of Defined Benefit Obligation at beginning of Year	218.13	176.57
Interest Cost	15.15	11.64
Current Service Cost	56.66	49.89
Benefits Paid	(35.35)	(45.24)
Actuarial (Gain)/ Losses on Obligation	(22.36)	25.26
Present Value of Defined Benefit Obligation at the End of Year	232.23	218.13
<b>Change in Fair Value of Plan Assets during the year</b>		
Planned assets at Beginning of the year	1.01	47.20
Expected return on planned assets	0.14	1.97
Contributions	37.12	2.96
Benefit paid	(35.35)	(45.24)
Actuarial gain /(loss) on plan assets	0.08	(5.88)
Fair value of plan assets at the end of the year	3.00	1.01
<b>Defined Benefit Plan – Actuarial Assumptions</b>		
<b>Remeasurement gains / (losses) in OCI</b>		
Actuarial (Gain) / Losses due to Demographic Assumption changes in DBO	-	-
Actuarial (Gain) / Losses due to Financial Assumption changes in DBO	0.97	(6.97)
Actuarial (Gain)/ Losses due to Experience on DBO	(23.33)	32.23
Return on Plan Assets (Greater) / Less than Discount rate	(0.08)	5.88
Total Expenses routed thru OCI	(22.45)	31.14
Discount rate	7.52%	7.56%
Salary Escalation Rate	7.00%	7.00%
Rate of return on plan assets	7.56%	7.21%

**Note: 28.4. Earnings Per Share**

	<b>As at 31 March, 2023</b>	<b>As at 31 March, 2022</b>
1. Basic and Diluted Earnings Per Share before Exceptional items ( Face Value - ₹ 10/- per share)	(0.05)	3.86
2. Basic and Diluted Earnings Per Share after Exceptional items ( Face Value - ₹ 10/- per share)	(0.05)	3.86
3. Profit After Tax and Prior Period items but before Exceptional Items as per Profit & Loss A/c (₹ In Lakhs)	(7.18)	571.18
4. Profit After Tax, Prior Period items and Exceptional Items as per Profit & Loss A/c (₹ In Lakhs)	(7.18)	571.18
5. Weighted Average number of equity shares outstanding	1,48,00,000	1,48,00,000

**Note: 28.5. Information on related party as required by Accounting Standard (IndAS-24) on Related Party Disclosures for the year ended 31<sup>st</sup> Mar, 2023**

In accordance with the requirement of Accounting Standard (IndAS-24) 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 :**

Mr. L Vinay Reddy, Chairman and Managing Director  
 Mrs. Taruna Vinay Reddy, Non Executive Director  
 Mr. Rajashekara T, Chief Financial Officer \*\*\*  
 Mr. Vineesh Vijayan T., Company Secretary  
 Mr. Vindamuri Giri Raj (Executive Director) \*\*\*\*

**B) Non-Executive - Independent Directors :**

Mr. Mohangandhi Muruganathaswamy  
 Mr. Rajiv Kumar Mathur  
 Mr. Amit Anil Pandit

**C) Other Related Parties**

Entities where Key Management Personnel exercises significant influence/ Group Companies :  
 Federal Brands Ltd.  
 Microtex Clothing Private Ltd.  
 Juvenca Online Private Ltd.  
 Technit Industries

**Note: 28.6. Information on related party as required by Accounting Standard**

(IndAS-24) on Related Party Disclosures for the year ended 31<sup>st</sup> March, 2023

(₹ In Lacs)

	Y.E. 31.3.2023	Y.E. 31.3.2022
<b>1. Remuneration Paid to Key Managerial Personnel :</b>	8.11	14.29
Mr. Rajashekara T, Chief Financial Officer ***	3.55	-
Mr. Vineesh Vijayan T., Company Secretary	4.56	1.37
Ms Divya Shrimali *	-	1.11
Mr. Govindarajan Raghunathan **	-	11.81
<b>2. Sitting Fees - Directors</b>	3.91	3.22
<b>3. Dividend Paid - Promoters</b>	47.33	47.33
<b>6. Sale of goods to Juvenca Online Pvt. Ltd</b>	47.96	27.35
<b>Outstanding balance as on...</b>	<b>27.35</b>	<b>22.49</b>

\* Ms Divya Shrimali ceased as the Company Secretary w.e.f. close of business hour of July 31, 2021.

\*\* Mr. Govindarajan Raghunathan ceased as the CFO due to his sad demise on March 21, 2022.

\*\*\* Company has appointed Mr. Rajashekara T as the Chief Financial Officer of the Company w.e.f. September 15, 2022.

\*\*\*\* Company has appointed Mr. Vindamuri Giri Raj as a Executive Director of the Company w.e.f. August 29, 2022.

**Note 28.7. The below table summarises the fair value of borrowings which are carried at amortised cost**

(₹ In Lacs)

Particulars	Level	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Non-current borrowings (including current maturities)	Level 1	-	-
	Level 2	-	-
	Level 3	389	216

For current borrowings, the carrying amounts approximates fair value due to the short maturity of these instruments

**The financial instruments are categorised into three levels based on the inputs used to arrive at fair value measurements as described below**

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities

**Level 2:** Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

**Level 3:** Inputs based on unobservable market data.

**Valuation Methodology**

All financial instruments are initially recognised and subsequently re-measured at fair value as described below:

- The fair value of investment in quoted Equity Shares, Bonds, Government Securities and Mutual Funds is measured at quoted price or NAV.
- The fair value for level 3 instruments is valued using inputs based on information about market participants assumptions and other data that are available.



#### **Note 28.8 Relationship With Strick off Companies**

The Company has not entered into any transactions with strike off companies.

#### **Note 28.9 Registration of Charges or Satisfaction With Registrar of Companies (ROC)**

There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.

#### **Note 28.10 Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

#### **Note 28.11 Utilization of Borrowed Funds and Share Premium**

- (a) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:-
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

#### **Note 28.12 Disclosure of Borrowings**

The Company has utilised the borrowings from banks and financial institutions for the specific purpose for which it was taken as at March 31, 2023.

#### **Note 28.13 Capital Management**

The Company's objective for capital management is to maintain an optimum overall financial structure.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio: Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet, including non-controlling interests).

<b>Particulars</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
Net debt	259.79	149.57
<b>Total equity</b>	<b>17,180.04</b>	<b>17,244.61</b>
<b>Net debt to equity ratio</b>	<b>0.02</b>	<b>0.01</b>





## 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.



SPORTS BRAS . ACTIVE TOPS . SPORTS BOTTOMS

# RESET AND RESTART

SPORTS BRAS

ACTIVE TOPS

JACKETS & HOODIES

PERFORMANCE BOTTOMS





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