



# LOVABLE LINGERIE LIMITED

Corporate Identity Number (CIN): L17110MH1987PLC044835

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

E-mail ID: corporate@lovableindia.in; Website: www.lovableindia.in

Contact Person: Mr. L Vinay Reddy - Chairman and Managing Director

Tel: +91-22-2838 3581; Fax: +91-22-2838 3582

## POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF LOVABLE LINGERIE LIMITED

This Public Announcement ("Post Buy-back Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended ("Buy-back Regulations"). This Post Buy-back Public Announcement should be read in conjunction with the public announcement dated November 27, 2017 published on November 28, 2017 ("Public Announcement") and the Letter of Offer dated December 29, 2017 ("Letter of Offer"). The terms used but not defined in this Post Buy-back Public Announcement shall have the same meaning as assigned in the Public Announcement and the Letter of Offer.

### 1. THE BUY-BACK

- Lovable Lingerie Limited ("Company") had announced the Buy-back of upto 20,00,000 (Twenty Lakhs) fully paid-up equity shares of face value ₹ 10/- each ("Equity Shares") representing up to about 11.90% of the total paid-up equity share capital of the Company as on March 31, 2017, from all the existing shareholders / beneficial owners of Equity Shares holding Equity Shares as on the Record Date i.e. December 8, 2017, on a proportionate basis, through the tender offer route using stock exchange mechanism ("Tender Offer") at a price of ₹ 250/- (Rupees Two Hundred and Fifty Only) per Equity Share ("Buy-back Price") payable in cash, for an aggregate maximum amount of upto ₹ 50,00,00,000/- (Rupees Fifty Crores only) ("Buy-back Size") excluding the Transaction Costs ("Buy-back"). The Buy-back Size of ₹ 50,00,00,000/- represents 23.20% of the paid-up equity share capital and free reserves (including securities premium account) as per the audited financial statements of the Company for the financial year ended on March 31, 2017.
- The Company has adopted the Tender Offer route for the purpose of the Buy-back. The Buy-back was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and SEBI circular no. CFD/DCR2/CIR/P/2016/131 dated December 09, 2016.
- The Buy-back opened on Monday, January 8, 2018 and closed on Friday, January 19, 2018.

### 2. DETAILS OF BUY-BACK

- 20,00,000 Equity Shares were bought back under the Buy-back, at a price of ₹250/- (Rupees Two Hundred and Fifty Only) per Equity Share.
- The total amount utilized in the Buy-back was ₹ 50,00,00,000/- excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc.
- The Registrar to the Buy-back i.e. Link Intime India Private Limited ("Registrar"), considered 585 valid applications for 31,84,946 Equity Shares in response to the Buy-back resulting in the subscription of approximately 1.59 times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar, are as follows:

Category	No. of Equity Shares Reserved in the Buy-back	No. of Valid Bids	Total Equity Shares Validly Tendered	% Response
Reserved category for Small Shareholders	3,00,000	533	1,32,339	44.11
General Category for all other Equity Shareholders	17,00,000	52	30,52,607	179.57
<b>Total</b>	<b>20,00,000</b>	<b>585</b>	<b>31,84,946</b>	<b>159.25</b>

Note: Out of 1,32,339 Equity Shares validly tendered by Small Shareholders, 1,510 Equity Shares have been rejected and the balance Equity Shares, i.e., 1,30,829 Equity Shares have been accepted and out of 30,52,607 Equity Shares validly tendered by General Category Shareholders, 18,69,171 Equity Shares have been accepted.

- All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and the Letter of Offer. The communication of acceptance / rejection is dispatched by the Registrar on January 30, 2018.
- The settlement of all valid bids was completed by Indian Clearing Corporation Limited ("ICCL") on January 30, 2018. ICCL has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India of any or relevant bank, due to any reason, then the amounts payable to the Eligible Shareholders were transferred to the concerned selling members for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- Demat Equity Shares accepted under the Buy-back were transferred to the Company's demat escrow account on January 30, 2018. The unaccepted demat Equity Shares were returned to respective Seller Members / custodians by the Clearing Corporation of BSE Limited on January 30, 2018. There were no physical shares tendered.
- The extinguishment of 20,00,000 Equity Shares accepted under the Buy-back, comprising of Equity Shares in dematerialized form is currently under process and shall be completed on or before February 6, 2018.
- The Company, and its respective directors, accept full responsibility for the information contained in this Post Buy-back Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

## 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company, pre and post Buy-back, is as under:

Sr. No.	Particulars	Pre Buy-back <sup>(i)</sup>		Post Buy-back <sup>(ii)</sup>	
		No. of Shares	Amount (₹ in lakhs)	No. of Shares	Amount (₹ in lakhs)
1	Authorized Share Capital	1,80,00,000 Equity Shares of ₹ 10/- each	1,800.00	1,80,00,000 Equity Shares of ₹ 10/- each	1,800.00
2	Issued, Subscribed and Paid-up Capital	1,68,00,000 Equity Shares of ₹ 10/- each	1,680.00	1,48,00,000 Equity Shares of ₹ 10/- each	1,480.00

<sup>i</sup> As on Record date i.e. December 8, 2017 <sup>ii</sup> Subject to extinguishment of 20,00,000 Equity Shares.

3.2. Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buy-back are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under Buy-back	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total Post Buy-back Equity Shares <sup>1</sup>
1	Mr. L Vinay Reddy	10,04,045	50.20	6.78
2	Mrs. Shobha Jaipal Reddy	4,32,057	21.60	2.92
3	Mr. Prashant Jaipal Reddy	3,19,998	16.00	2.16
4	Mrs. Taruna V Reddy	46,928	2.35	0.32
5	M/s. Lattupalli Vinay Reddy (HUF)	21,745	1.09	0.15

<sup>1</sup> Subject to extinguishment of 20,00,000 Equity Shares.

3.3. The shareholding pattern of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-back <sup>1</sup>		Post Buy-back <sup>2</sup>	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buy-back equity share capital
Promoter and Promoter Group	1,12,94,826	67.23	94,49,283	63.85
Foreign Investors (including Non Resident Indians, FIs, FPIs and Foreign Mutual Funds)	2,46,887	1.47	53,50,717	36.15
Financial Institutions/ Banks/ Mutual Funds promoted by Banks/ Institutions	8,94,568	5.32		
Other (public, public bodies corporate etc.)	43,63,719	25.98		
<b>Total</b>	<b>1,68,00,000</b>	<b>100.00</b>	<b>1,48,00,000</b>	<b>100.00</b>

<sup>1</sup> As on Record date i.e. December 8, 2017 <sup>2</sup> Subject to extinguishment of 20,00,000 Equity Shares.

## 4. MANAGER TO THE BUY-BACK

# VIVRO

Vivro Financial Services Private Limited

607, 608 Marathon Icon, Opp. Peninsula Corporate Park, Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel, Mumbai – 400 013.

Contact Person (s): Mr. Harish Patel / Mr. Sagar Jatakiya

E-mail: investors@vivro.net; Website: www.vivro.net

Tel: +91 22 6666 8040/41/42; Fax: +91 22 6666 8047

SEBI Registration Number: INM000010122; Validity: Permanent

CIN: U67120GJ1996PTC029182

## 5. LEGAL ADVISOR TO THE COMPANY

Bathiya Legal

909, Hubtown Solaris, N S Phadke Road, Near East – West Flyover, Andher (East), Mumbai – 400069, Maharashtra, India.

Tel: 022-6133 8050 Website: www.bathiyalegal.com

## 6. DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Post Buy-back Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Lovable Lingerie Limited

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

Sd/-  
L Jaipal Reddy  
Whole-Time Director  
DIN: 01539678

Sd/-  
L Vinay Reddy  
Compliance Officer to Buy-back Offer  
DIN: 00202619

Date : January 30, 2018  
Place : Mumbai