

September 24, 2018

To,

Corporate Service Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.  
Fax No. 022-22723121/1919/3027  
Scrip Code: 0533343

The Listing Department  
**The National Stock Exchange of India Ltd.**  
“Exchange Plaza” C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai- 400 051.  
Fax No. 022-26598237/38/26598347  
Trading Symbol: Lovable

**Sub: Proceedings of the 31<sup>st</sup> Annual General Meeting of Lovable Lingerie Limited (“Company”) held on September 24, 2018 pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sirs,

The 31<sup>st</sup> (Thirty First) Annual General Meeting (“AGM” or “Meeting”) of Lovable Lingerie Limited was held on Monday, September 24, 2018 at 03:00 p.m. at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400069.

Ms. Divya Shrimali, Company Secretary, welcomed the members to the 31<sup>st</sup> Annual General Meeting of the Company and introduced the Directors on the Dais.

She then requested Mr. L. Vinay Reddy, Chairman & Managing Director, to occupy the Chair & conduct the proceedings.

Mr. L Vinay Reddy, Chairman of the Company chaired the proceedings of the Meeting except for the resolution no. 2 and 3 as set out below in which he deemed to be interested.

The Chairman declared that the requisite quorum was present.

The Chairman declared that all the books and records required under the Companies Act, 2013 to be kept at the Annual General Meeting are available for inspection.

With the permission of the members, the Chairman declared that the Notice convening the Meeting, having been circulated to the members to be taken as read.

The Chairman then declared that since there were no qualification, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the statutory and/or Secretarial auditors’ report as specified under section 145 of the Companies Act, 2013, the same was not required to be read out at the Meeting.

He then delivered his speech. He explained the members the performance and various other operational aspects of the Company.

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Ms. Divya Shrimali, Company Secretary informed that pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 along with amendments thereto and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, the Company had provided facility for remote e-voting (“e-voting”) to all the members as on the cut-off date of 17<sup>th</sup> September, 2018 through CDSL in respect of all the items to be transacted at this AGM. The remote e-voting period was commenced on 20<sup>th</sup> September, 2018 (9.00 a.m. IST) and ended on 23<sup>rd</sup> September, 2018 (5.00 p.m. IST).

In e-voting, the shareholders have voting rights in proportion to their shares in the paid up equity capital and therefore to maintain the parity, poll is being called on all resolutions, instead of show of hands. Members, who have already voted through e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in meeting and the vote cast by him/her through e-voting shall be treated as final.

Mr. Dharmesh Zaveri, Practicing Company Secretary was appointed as Scrutinizers to conduct the poll in a fair and transparent manner and report on the results of the poll. The consolidated results of the poll and e-voting will be declared within 48 hours and it will be filed with Stock Exchanges and uploaded on the website of the Company and CDSL. In the usual course, the Members are requested to propose and second the Resolutions before the poll is taken on all the Resolutions.

The following businesses were put up for Shareholders approval at the Meeting as set out in the Notice of 31<sup>st</sup> AGM:

**ORDINARY BUSINESS:**

1. Consideration and Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Mrs. Taruna Reddy (DIN: 02787135), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. Ordinary Resolution for re-appointment of Mr. L Vinay Reddy (DIN: 00202619) as Managing Director of the Company.
4. Special Resolution for Continuance of appointment of Mr. Gopal Sehjpal as an Independent Director.

Ms. Divya Shrimali briefed the members regarding withdrawal of resolution no. 4 which was proposed in the Notice of AGM dated 7<sup>th</sup> August, 2018. The same was withdrawn by way of issuance of Addendum to the Notice of AGM dated 4<sup>th</sup> September, 2018 and the same was informed to the Stock exchange(s) where the shares of company are listed and by way of publishing the notice in newspapers dated 5<sup>th</sup> September, 2018 as per applicable rules.

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Several Members raised the queries pertaining to certain items which were suitably replied by the Chairman cum Managing Director.

The Chairman then requested scrutinizer to complete the poll process and then submit report to him/person authorized by him.

The members then cast their votes on the ballot papers and deposited the same in the Poll box placed in the meeting hall. The Chairman informed the members that the consolidated result of e-voting and poll would be announced within 48 hours and also be intimated to the Stock Exchanges and posted on the website of the Company as well as of CDSL. The result would be also displayed on the notice board at the registered office and corporate office of the Company.

Voting results and other details in prescribed format as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be filed separately as per online filing requirement.

The Chairman thanked the members present and declared the meeting as closed.

The meeting concluded at 4:20 P.M. after the members present at the meeting cast their votes.

We request you to kindly take note of the same.

Thanking you,

Yours faithfully,

For **Lovable Lingerie Limited**



L Vinay Reddy



**Chairman & Managing Director**

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