



C. J. GOSWAMI & ASSOCIATES
Practicing Company Secretaries

1/12, Santosh Kunj, Asalfa, J. M. M. Road, Ghatkopar (West), Mumbai – 400 084.
Mob: +91 9004 143 453 Email: chintan.goswami@cjgoswami.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 / 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,

Mr. L Vinay Reddy,

The Chairman of Lovable Lingerie Limited (CIN: L17110MH1987PLC044835)

Regd. office: A-46, Street No. 2, MIDC, Andheri (East), Mumbai – 400 093, Maharashtra, India.

Dear Sir,

Consolidated Report of Scrutinizer on the results of Voting by way of Postal Ballot and through electronic means i.e. Remote E voting, in connection with the resolution detailed in the Notice dated 17th October 2017 ("Notice"), for seeking approval of members of Lovable Lingerie Limited ("the Company").

I, Chintan Goswami, proprietor of M/s. C. J. Goswami & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer for the purpose of scrutinizing the votes cast on the resolution detailed in the Notice dated 17th October 2017, for seeking approval of members of the Company by way of special resolution by means of postal ballot and voting through electronic means i.e. Remote e-Voting ("Remote E-voting").

1. The compliance in relation to voting through Postal Ballot and Remote E-voting on the proposed resolution is the responsibility of the management of the Company.
2. Our responsibility as a scrutinizer was to ensure that the processes of voting by way of Postal Ballot and Remote E-voting conducted in a fair and transparent manner and to submit a consolidated scrutinizer's report on the voting to the Chairman of the Company on the resolution, based on the report generated from the electronic voting system provided by Central Depository Services (India) Limited ("CDSL" or "agency") and physical counting of votes by way of Postal Ballot.
3. In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility through CDSL and the facility to vote by way of Postal Ballot by sending Postal Ballot form.
4. Notices were issued to the Members whose name were appearing in the Register of Members as on October 13, 2017.
5. Further to above, we submit our report as under:

1

For LOVABLE LINGERIE LTD.

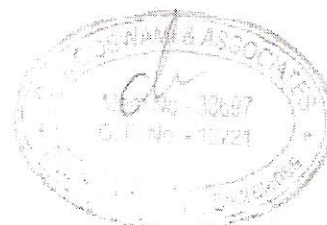

(Director)



- 5.1 The voting through Remote E-voting and Postal ballot remained open for a period of 30 days commencing from Friday, October 27, 2017 at 10.00 A.M. and ended on Saturday, November 25, 2017 at 5.00 P.M.
- 5.2 The Postal ballot forms were verified by Link Intime India Private Limited ("Registrar and Share Transfer Agent" or "RTA") for signature verification and eligibility of Members to vote on the resolution.
- 5.3 Particulars of all the Postal ballot forms received from the shareholders have been entered in the register in electronic mode separately maintained for the purpose.
- 5.4 The votes casted through Remote E-voting were unblocked in the presence of two witnesses and the Remote E-voting summary statement generated from the electronic voting system provided by CDSL.
- 5.5 We have relied on information provided by Link Intime India Private Limited, RTA of the Company in relation to details regarding number of shares held and signature of shareholders.
- 5.6 Voting rights of Equity shareholders have been reckoned in proportion to their shares in the paid-up share capital of the Company as on Friday, October 13, 2017.

For LOVABLE LINGERIE LTD.


(Director)



We hereby submit our Report as under:

A. Details of Votes casted by way of Postal ballot and Remote E-voting with respect to resolution proposed in the Notice dated 17th October 2017 are as under:

Resolution:

Special Resolution to consider and approve buy-back of up to 20,00,000 (Twenty Lakhs) equity shares for a total consideration aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) being 11.90% of the total paid-up equity share capital of the Company as on March 31, 2017 (being the date of the last audited financial statements of the Company), at a price of Rs. 250/- (Rupees Two Hundred & Fifty only) per Equity Share under the Tender Offer route through the Stock Exchange mechanism in accordance and consonance with the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, the Companies Act, 2013 and Rules made there under and as amended.

Sr. No.	Particulars	No. of Members	Number of votes cast by them
A	Votes cast by way of Remote E-voting	53	12,194,511
B	Votes cast by way of Postal Ballot	29	1,684
C	Total Votes cast (A+B)	82	12,196,195
D	Less: Rejection of votes cast by way of Remote E-voting	0	0
E	Less: Rejection of votes cast by way of Postal Ballot	1	5
F	Total Rejections/Invalid votes (D+E)	1	5
G	Valid votes cast by way of Remote E-voting (A-D)	53	12,194,511
H	Valid votes cast by way of Postal Ballot (B-E)	28	1,679
I	Total Valid votes cast (C-F) or (G+H)	81	12,196,190

For LOVABLE LINGERIE LTD.


(Director)



B. Reasons for Rejections

Sr. No.	Particulars	No. of Members	Number of votes cast by them
A.	Rejection of Votes cast by way of Remote E-voting	N.A.	N.A.
B.	Rejection of Votes cast by way of Postal Ballot		
(i)	Signature Mismatch	1	5
	Total (B)	1	5
C.	Total Rejections (A+B)	1	5

C. Total number of votes in favour and/or against the resolution:

Particulars	Remote E-voting		Postal ballot		Total	
	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them	No. of Members	Number of votes cast by them
Total Valid votes	53	12,194,511	28	1,679	81	12,196,190
Total votes cast in favour of resolution	47	12,192,207	25	1,176	72	12,193,383
Total votes cast against resolution	6	2,304	3	503	9	2,807
% of votes cast in favour	88.6792	99.9811	89.2857	70.0417	88.8889	99.9770
% of votes cast against	11.3208	0.0189	10.7143	29.9583	11.1111	0.0230

Based on the foregoing, the above resolution shall be deemed to have been passed with the requisite majority on the last date of receipt of the business reply envelope with postal ballot form i.e. Saturday, November 25, 2017.

For **LOVABLE LINGERIE LTD.**


(Director),



Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballot (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You.

For C. J. Goswami & Associates,
Practicing Company Secretaries


Chintan J. Goswami

Proprietor

Mem No. - 33697

C. P. No. - 12721

Date: 27th November 2017.

Place: Mumbai.



Countersigned by:

For Lovable Lingerie Limited


Mr. L. Viney Reddy

Chairman or person authorized by him in writing

