



Date: 7th August, 2020

To,

BSE Limited

Phiroze Jeejeeboy Towers
Dalal Street
Mumbai – 400 001.
Scrip Code: 533343

The National Stock Exchange of India Ltd.

“Exchange Plaza” C-1, Block-G
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051.
Symbol: LOVABLE

Dear Sir/ Madam,

Subject: Notice of 33rd Annual General Meeting and Annual Report of the Company for FY2020

Pursuant to Regulation 30 read with Schedule III and Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report for FY2020 along with the Notice of 33rd Annual General Meeting of the Company to be held on Saturday, August 29, 2020 at 11.00 a.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’). The same is also being sent today through electronic mode to those Members whose email addresses are registered with the Company/Depository Participant(s).

The said Annual Report and Notice of Annual General Meeting has also been uploaded on the website of the Company at www.lovableindia.in.

Kindly take the above-mentioned information on record.

Thanking you,

Yours Sincerely,

For **Lovable Lingerie Limited**

L Vinay Reddy

Chairman & Managing Director

LOVABLE LINGERIE LTD.

Regd. Office : A-46, Road No.2, Opp. IDBI Bank, M.I.D.C., Andheri (E), Mumbai - 400 093. INDIA Tel: 022-2838 3581 Telefax : 022-2838 3582

Email : corporate@lovableindia.in • Website: www.lovableindia.in • CIN No: L17110MH1987PLC044835



ANNUAL REPORT



2020



Lovable 
premium lingerie

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Annual General Meeting
29th August, 2020



Venue

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



Time

11:00 A.M.



Book Closure Dates

25th August 2020 to 28th August 2020

BOARD OF DIRECTORS



L Vinay Reddy
Chairman
& Managing Director



Mr. Sivabalan P. Pandian
Independent Director



Anantharaman Mahadevan
Independent Director



Taruna Reddy
Non- Executive Director



Gopal G. Sehgal
Independent Director

Lovable Lingerie Limited

CORPORATE INFORMATION

BOARD COMMITTEES

AUDIT COMMITTEES

L Vinay Reddy
Gopal Sehjpal
Sivabalan Pandian
Ananthraman Mahadevan

STAKEHOLDERS RELATIONSHIP COMMITTEE

Sivabalan Pandian
L Vinay Reddy
Gopal Sehjpal

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ananthraman Mahadevan
L Vinay Reddy
Gopal Sehjpal

NOMINATION & REMUNERATION COMMITTEE

Gopal Sehjpal
L Vinay Reddy
Sivabalan Pandian
Taruna Reddy

CHIEF FINANCIAL OFFICER

R. Govindarajan

COMPANY SECRETARY & COMPLIANCE OFFICER

Divya Shrimali

REGISTERED OFFICE

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

REGISTRARS & TRANSFER AGENT

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

FACTORIES

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

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

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

BANKERS

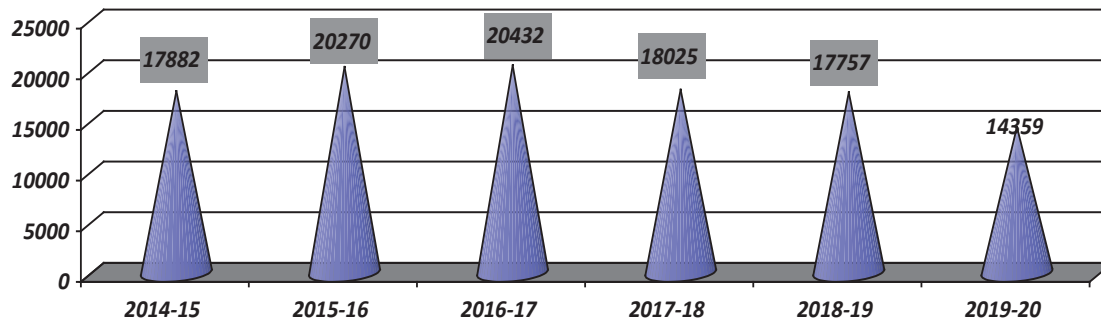
HDFC BANK LIMITED

FINANCIAL SNAPSHOTS

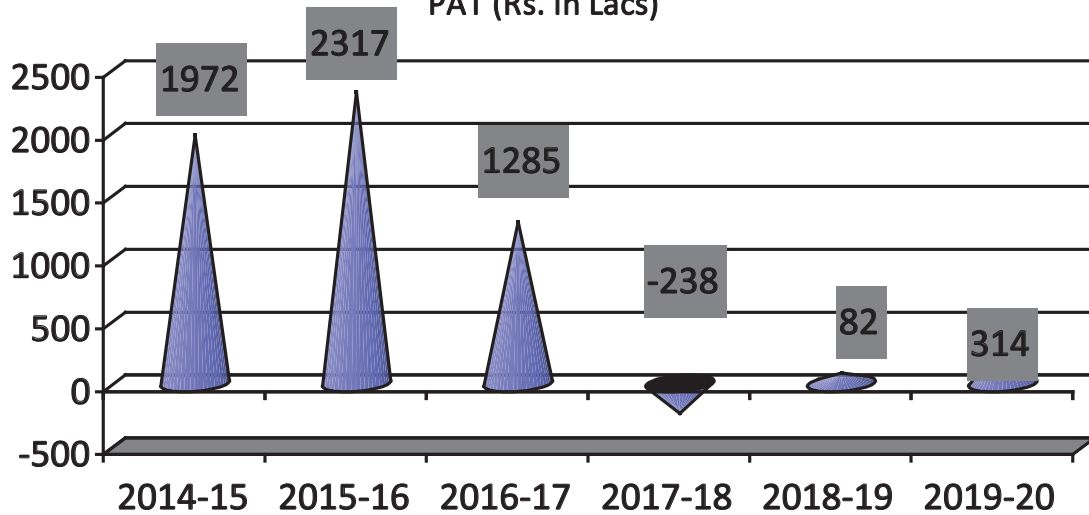
(₹. In Lacs)

Particulars	2019-20 (As per Ind - AS)	2018-19 (As per Ind - AS)	2017-18 (As per Ind - AS)	2016-17 (As per Ind - AS)	2015-16	2014-15
FINANCIAL POSITION:						
Net Fixed Assets	2730	2473	2612	4914	4768	3968
Investments	5824	6078	4420	9265	7075	7458
Current Assets, Loans & Advances	11476	10903	10360	11879	11373	10835
Deferred Tax Assets	-	-	-	-	-	-
Other Non-Current Assets	448	780	1670	247	185	192
Total Assets	20478	20234	19063	26305	23401	22453
Long Term loans	750	-	-	-	221	443
Long Term Provisions	206	161	31	100	108	102
Current Liabilities & Provisions	1906	2657	1680	3225	2145	3080
Deferred Tax Liabilities	874	870	820	760	401	318
Total Liabilities	3735	3688	2531	4086	2876	3943
Net Worth	16742	16546	16532	22220	20525	18510
Represented by:						
Share capital	1480	1480	1480	1680	1680	1680
Reserves and Surplus	15262	15066	15052	20540	18845	16830
Less: Misc. Expenditure not w/o	-	-	-	-	-	-
	16742	16546	16532	22220	20525	18510
OPERATING PERFORMANCE:						
Total Income	14359	17757	18025	20432	20270	17882
Excess Provision for Gratuity	-	-	-	-	-	-
Total Operating Expenditure	13620	16842	16676	17820	16614	14828
Deferred Expenses	-	-	-	-	-	-
Earnings Before Interest and Depreciation	739	915	1349	2612	3656	3054
Interest	9	7	100	92	139	111
Depreciation	176	169	343	340	280	249
Extra-Ordinary Items	151	416	1403	398	-	-
Profit Before Tax	402	323	-496	1782	3237	2694
Taxation	88	241	-258	496	920	722
Profit After Tax	314	82	-238	1285	2317	1972
Number of Equity Shares	14800000	14800000	14800000	16800000	16800000	16800000
Face Value of Share (Rs.)	10	10	10	10	10	10
Earnings Per Share (Rs.)	2.12	0.06	-0.16	0.76	13.79	11.74

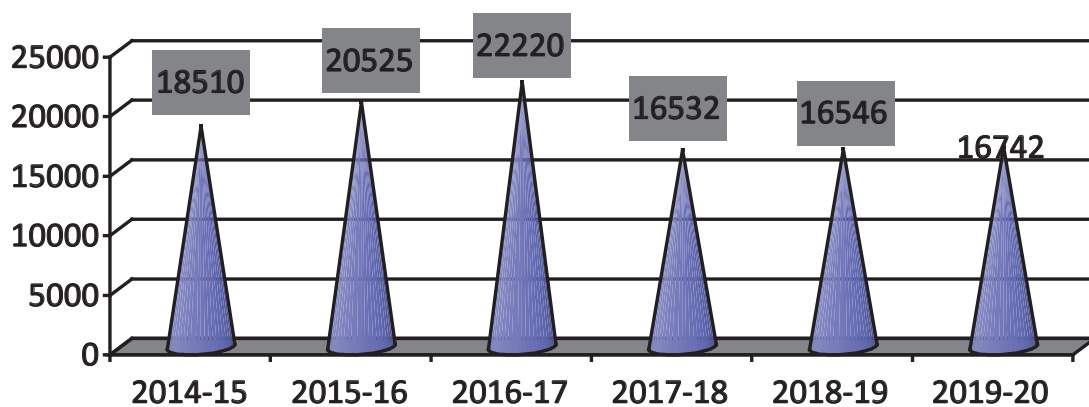
Total Income (Rs. in Lacs)



PAT (Rs. in Lacs)



Net Worth (Rs. in Lacs)





Lovable Lingerie Limited

Corporate Identification No. (CIN): L17110MH1987PLC044835
Registered Office: A-46, Street No.2, MIDC, Andheri (East), Mumbai - 400 093.
Phone: (91-22) 2838 3581; **Fax:** (91-22) 2838 3582
Email: corporate@lovableindia.in; **Website:** www.lovableindia.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the Members of **Lovable Lingerie Limited ("Company")** will be held on Saturday, 29th August 2020 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 2020 and the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend on equity shares for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Mrs. Taruna Reddy (DIN: 02787135), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. L Vinay Reddy (DIN: 00202619) as Managing Director of the Company.

To consider and, if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013; and in accordance with recommendation of Nomination and Remuneration Committee and approved by the Board of Directors; the consent of the members be and is hereby accorded for re-appointment and terms of remuneration of Mr. L Vinay Reddy (DIN: 00202619) as the Managing Director of the Company, for a period of 2 (two) years with effect from 1st February, 2021 to 31st January, 2023 (both days inclusive), upon the terms and conditions set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to the "Board" (which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. L Vinay Reddy, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Mumbai, 29th July, 2020

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

Registered Office:

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

L Vinay Reddy
Managing Director
DIN: 00202619

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member 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 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.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.lovableindia.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, special business at Sr.No. 4 of the Notice to be transacted at the Annual General Meeting is annexed hereto. 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. 29th August, 2020. Members seeking to inspect such documents can send an email to 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 Tuesday, 25th August 2020 to Friday, 28th August, 2020 (both days inclusive) for the purpose of the 33rd Annual General Meeting of the Company and for the purpose of dividend.
 21. Dividend, as recommended by the Board of Directors, if declared at the meeting shall be paid to those members whose name(s) appear in the Register of Members of the Company as on Saturday, August 22, 2020. In respect of shares held in Electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
 22. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ LIPL (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to corporate@lovableindia.in
- Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to corporate@lovableindia.in
23. The e-voting period commences on Tuesday, 25th August 2020 (9:00 a.m. IST) and ends on Friday, 28th August, 2020 (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 Saturday, August 22, 2020 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.
 24. 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.
 25. 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

26. Members may also note that the Notice of the 33rd AGM and the Annual Report 2019-20 will also be available on the Company's website, www.lovableindia.in, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of LIPL <https://instavote.linkintime.co>.

Instructions for shareholders to vote electronically:

❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (last four digits) as recorded in your demat account or in the company records for the said demat account or folio number.
	<ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

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'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

- 1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/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 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - a. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click “Go to Meeting”

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/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.



In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

InstaMeet Support Desk
Link Intime India Private Limited

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ 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, email id, mobile number at corporate@lovableindia.in from Tuesday, 25th August 2020 (9:00 a.m. IST) to Friday, 28th August, 2020 (5:00 p.m. IST).

Shareholders/ 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. The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a 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 Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on '**Submit**'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.



Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote 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.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

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

Sd/-
L Vinay Reddy
Managing Director
DIN: 00202619

Mumbai, 29th July, 2020

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 Website: 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:

Particulars	Taruna Reddy	L Vinay Reddy
DIN	02787135	00202619
Date of Birth	January 27, 1973	May 29, 1968
Date of First Appointment on Board	March 30, 2015	December 24, 1999
Qualifications	Diploma in Mass Communication	Bachelor of Commerce
Work Experience	Ms. Taruna Reddy is a Director of the Company since March 30, 2015. She has attended various meetings of the Board and provided significant marketing inputs for the Company.	Mr. L. Vinay Reddy is the Chairman and Managing Director of our Company since February 1, 2010 and served as its Head Finance & Accounts Department since October 03, 2011. He is a resident Indian national and has a bachelor's degree in commerce from the University of Bombay. Having experience of over 25 years in the innerwear industry, he has been with our Company since its inception. He was instrumental in obtaining license of "Lovable" brand for our Company. He has vast experience in the areas of management, marketing strategies and overall administration control and supervision. The overall day to day affairs and management decisions of our Company are under the supervision of Mr. L. Vinay Reddy. He was previously a director in Maxwell Industries Limited.
Directorships in other Companies	1. Lovable Lifestyles Pvt. Ltd. 2. Aarthik No-middleman Online Welfare Foundation 3. Juvenca Online Private Limited 4. Federal Brands Limited 5. Kinect Omni Channel Private Limited 6. Tracking Fresh Foods Private Limited	1. Federal Brands Limited 2. Vinay Hosiery Pvt. Ltd. 3. Reddy & Pathare Elastics Pvt. Ltd. 4. Holstein Ecofoods Pvt. Ltd. 5. Hype Integracomm Pvt. Ltd. 6. Lovable Lifestyles Pvt. Ltd. 7. Aarthik No-middleman Online Welfare Foundation 8. Juvenca Online Private Limited 9. Microtex Clothing Private Limited
Expertise in specific functional areas	Advertising and Marketing services in creative and service profiles.	Wide business experience across a variety of industries
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders' Relationship Committee)	Nil	Nil

Particulars	Taruna Reddy	L Vinay Reddy
No. of Shares Held in the Company as on 31 st March 2020.	3,40,398	41,36,131
Relationship with Other Directors	Wife of L Vinay Reddy	Husband of Taruna Reddy

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

Item No. 4

At the 31st Annual General Meeting of the Company held on September 24, 2018, the members had approved the appointment and terms of remuneration of Mr. L Vinay Reddy as Managing Director (MD) for a period of two years from February 01, 2019. His term of office will expire on January 31, 2021. In view recommendation by Nomination and Remuneration Committee after considering the performance evaluation done by the committee, the Board of Directors is of the opinion that it is in the interest of the Company to re-appoint Mr. L Vinay Reddy as Managing Director for a further period of two years, with effect from February 01, 2021 to manage the day to day affairs of the Company, subject to the approval of the members at the ensuing Annual General Meeting of the Company.

A brief profile of Mr. L Vinay Reddy is given in the table above on "Information pursuant to the Listing Regulations and Secretarial Standards in respect of Appointment/ Re-appointment of Directors".

Mr. L. Vinay Reddy is husband of Ms. Taruna Reddy, Director of the Company.

Mr. L. Vinay Reddy attended the Board meetings held during the year on May 29, 2019, August 10, 2019, November 12, 2019, and February 13, 2020.

Further details of Mr. L Vinay Reddy have been given in the Annexure to this Notice.

The extract of important terms and conditions of appointment of Mr. L Vinay Reddy (hereinafter referred to as "MD") are given below:

A. Tenure of Appointment:

The appointment of the MD is for a period of two years with effect from February 01, 2021 till January 31, 2023.

B. Remuneration:

a) Salary:

Salary including dearness, house-rent and all other allowances up to ₹ 1,86,300/- (Rupees One Lakh Eighty-Six Thousand Three Hundred only) per month as may be decided by Board of Directors from time to time.

b) Commission:

Commission computed in the manner laid down in Section 197 of the Companies Act, 2013 and subject to a maximum as may be fixed by the Board from time to time on the basis of the performance of the Company but within the limit prescribed by the Companies Act, 2013.

c) Perquisites: Perquisites shall be restricted to an amount equal to the annual salary subject to ceiling limit of net profit specified under the Companies Act, 2013.

d) The Salary and perquisites as mentioned under a, b and c above shall be exclusive of:

- Contribution to Provident Fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax, 1961;

- ii. Gratuity as per rules of the Company,
- iii. Leave as per the rules of the Company including encashment of leave at the end of the tenure.

e) Apart from above mentioned remuneration, he shall be entitled to:

- i. Medical Expenses actually and properly incurred for him and his family.
- ii. Entertainment expenses actually and properly incurred by him in the course of legitimate business of the Company.
- iii. Club Membership fees subject to a maximum of two clubs. No admission and life membership fees shall be paid.
- iv. Personal Accident Insurance Policy.
- v. Provision for use of car and telephone for both official and personal use.
- vi. Group Insurance Policy as per the rules of the Company.
- vii. Telephone expenses as per the rules of the Company.

f) **Other Terms:** The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit within the remuneration payable in accordance with the provisions of the said Act or any amendments made hereinafter in this regard.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of re-appointment of Mr. L Vinay Reddy as the Managing Director of the Company.

In the opinion of the Board, the appointment of Mr. L Vinay Reddy as the Managing Director cum KMP of the Company shall be in the best interest of the Company. Accordingly, the Board commends the Resolution set out at Item No. 4 for approval by the Members by way of Ordinary resolution.

Mr. L Vinay Reddy, Managing Director of the Company and Mrs. Taruna Vinay Reddy, Director of the Company and being relatives of Mr. L Vinay Reddy is interested or concerned in this resolution (to the extent of shares held by them in the Company, if any).

No other Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

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

Sd/-
L Vinay Reddy
Managing Director
DIN: 00202619

Mumbai, 29th July, 2020

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 Website: www.lovableindia.in.

DIRECTORS' REPORT And Management Discussion and Analysis

To,
The Members,

Your Company's Directors are pleased to present the 33rd Annual Report of the Company, along with the Audited Financial Statements for the financial year ended 31st March 2020.

FINANCIAL SUMMARY

(₹ in Lakhs)

Particulars	2019-20	2018-19
Revenue from operations	14,237.81	17,550.54
Operating Expenditure	13,619.92	16,842.23
Profit Before Interest, Tax & Depreciation	617.89	708.31
Other Income (net)	121.23	206.05
Finance Costs	9.38	7.23
Profit before Tax and Depreciation	729.74	907.14
Depreciation and amortization expense	176.22	168.63
Profit before Extra-Ordinary Item	553.52	738.51
Extra-Ordinary Item	151.08	415.92
Profit before Tax (PBT)	402.45	322.59
Provision for Taxation	88.38	241.05
Profit for the year (PAT)	314.07	81.55
Surplus brought forward from previous year	9,044.03	9,029.40
Amount available for appropriation	9,328.78	9,044.03
Appropriations:	-	-
Transferred to General Reserve	-	-
Dividend (excluding tax)	74.00	-
Tax on Dividend	15.06	-
Proposed Dividend on Equity Share Capital	-	-
Corporate Dividend Tax on Proposed Dividend	-	-
Adj for Depreciation of prior years pursuant to change in useful life	-	-
Balance Carried to Balance Sheet	9,239.72	9,044.03
EPS Basic & Diluted- Before Extraordinary Items (in ₹)	3.14	3.36
EPS Basic & Diluted- After Extraordinary Items (in ₹)	2.12	0.55

OPERATIONS

For the financial year 2019-20, the Company recorded a net turnover of ₹ 14,237.81 lakhs as against ₹ 17,550.54 lakhs for the financial year 2018-19, registering a decrease of 18.87%. The Net Profit Before Tax stood at ₹ 402.45 lakhs as against ₹ 322.59 lakhs over last year and Profit After Tax stood at ₹ 314.07 lakhs for the year as against ₹ 81.55 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 of Directors has decided to retain the entire amount of profits in the profit and loss account.

DIVIDEND

The Board of Directors has recommended a final dividend of 5% on Equity Shares i.e. 0.50 INR per Equity Share of 10 each for the financial year ended on 31st March, 2020. The final dividend if approved at the forthcoming Annual General Meeting (AGM) will be paid out of the profits of the Company and the same will be paid to those members whose names shall appear on the Company's Register of Members as on the Record date and/or the Book Closure date as may be determined by the Board of Directors. The total dividend for the financial year, including the proposed Final Dividend, amounts to ₹ 0.50 per equity share and will absorb Rs 74.00 Lakhs. In view of the changes made under the Income-tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. Your Company shall, accordingly, make the payment of the Final Dividend after deduction of tax at source.

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.

EXTRACT OF ANNUAL RETURN

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

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

During the year under review, no change took place in the composition of Board of Directors of the Company.

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

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

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

For the purpose of selection of any Director, the Nomination and Remuneration Committee identifies the person of integrity who possess relevant expertise, experience and leadership qualities required for the position and also takes into consideration

recommendation, if any, receives from any members of the Board. The Committee also ensures that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

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

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

DECLARATION BY INDEPENDENT DIRECTORS

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

COMMITTEES OF THE BOARD OF DIRECTORS

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

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

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

FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

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

NUMBER OF MEETINGS OF THE BOARD

The Board of Directors met 4 (Four) times during the year on 29th May, 2019; 10th August, 2019; 12th November, 2019; and 13th February, 2020. 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.

RISK MANAGEMENT

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

RELATED PARTY TRANSACTIONS

In line with the requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, your Company has formulated a Policy on Related Party Transactions which is available on Company's website; web link at http://lovableindia.in/index.php?route=information/information&information_id=69. 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 Whistleblower policy aspires to encourage all employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviours or practices) that affect Company's interest / image. A copy of the Policy is available on the website of the Company and may be accessed through the web link http://lovableindia.in/index.php?route=information/information&information_id=69.

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.

The Committee has not received any complaint of sexual harassment during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

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

PARTICULARS OF EMPLOYEES

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

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

DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed and that no material departures have been made from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls for the Company and such internal financial controls are adequate and operating effectively; and
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

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 31.03.2020 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 30th Annual General Meeting held on 30th August, 2017 until the conclusion of the 35th Annual General Meeting (AGM) to be held in year 2022.

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 D**". Reply to the observations made in Secretarial Report: a) The observation given by the Secretarial Auditor in respect of delay in transferring / crediting the shares to Investor Education and Protection Fund, the delay was unintentional and was occurred inadvertently and the Company is in process to comply the same at the earliest. b) The observation given in respect of delay occur for publication of notice of Board Meeting held on 10th August 2019 in newspaper advertisement by 2(two) days pursuant to sub-regulation (1) of Regulation 47 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the delay was unintentional and was occurred inadvertently.

REPORTING OF FRAUD BY AUDITORS

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

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

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

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of the provisions of Section 125 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014, unclaimed / un-encashed dividend for the FY 2012-13 is due for transfer to IEPF on 5th September 2020. Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/ its Registrar, for obtaining payments thereof atleast 20 days before they are due for transfer to the said fund.

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last Annual General Meeting (i.e. September 26, 2019), with the Ministry of Corporate Affairs.

CORPORATE GOVERNANCE

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

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

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

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

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

MANAGEMENT DISCUSSION AND ANALYSIS

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

OVERALL INDUSTRY

The Indian textiles industry, currently estimated at around US\$ 150 billion, is expected to reach US\$ 250 billion by 2019. India's textiles industry contributed seven per cent of the industry output (in value terms) of India in 2017-18. It contributes 2.3% to the GDP of India, 7% of the country's manufacturing production and 13% of country's export earnings. It employs more than 45 million people and expected to touch 55 million by 2020, rendering it a very vital component of India's organized and unorganized sector employment.

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

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

GOVERNMENT INITIATIVES

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

Initiatives taken by Government of India are:

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 5 per cent.
- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost “Make in India” and indigenous production.
- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunities and attract investments worth Rs 80,000 crore (US\$ 11.93 billion) during 2018-2020. As of August 2018, it generated additional investments worth Rs 25,345 crore (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS). This Scheme is estimated to create employment for 35 lakh people and enable investments worth Rs 95,000 crore (US\$ 14.17 billion) by 2022.
- Integrated Wool Development Programme (IWDP) approved by Government of India to provide support to the wool sector starting from wool rearer to end consumer which aims to enhance the quality and increase the production during 2017-18 and 2019-20.
- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named ‘Scheme for Capacity Building in Textile Sector (SCBTS)’ with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20.
- Government of India approves special package for employment generation viz
 - o Employee Provident Fund Scheme Reforms
 - o Increasing overtime caps
 - o Introduction of fixed term employment
 - o Additional incentives under ATUFS
 - o Enhanced duty drawback coverage
 - o Enhancing scope of Section 80JJAA of Income Tax Act

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

OVERALL REVIEW

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

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

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.
- India's global share is just 3% while China controls about 15%, signifying considerable headroom to scale up.
- Companies need to concentrate on new global product standards for leveraging the opportunities.

PERFORMANCE OF THE TEXTILE INDUSTRY

- The industry which was growing at 3-4% during the last six decades has now accelerated to the annual growth rate of 9-10% but various factors have effecting annual growth rate of textile industry, Global recession and Domestic demand slowdown coupled with a Supply glut is one of them.
- 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.

SS'19 collection of Lovable comprised of Premium & Classic products like Encircle-The Original, Encircle-Elite, ADL-The 1, whole new range of styles in our Confi-series & a whole new line of products under the name "Prime", which caters the plus- size category of the market. Under Daisy Dee, the company has launched a new sub-brand by the name of Daisy Dee OUTFIT for tapping into the Athleisure category. The company is looking to tap mass segment under the category of "Lovable Essensuals"

Accordingly, your company in the year 2019-20 has invested heavily in new marketing initiatives, advertising & a heightened media presence, besides launches of new, trendy products in innerwear & sportswear. Your company has also increased its online presence through various mediums of social media and presence on leading Ecommerce Marketplaces. Dealer Apps for direct communication with the market has also been launched in 2019.

ENVIRONMENT, HEALTH AND SAFETY

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

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

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

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

A. Conservation of Energy

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

a. Conservation of Energy:

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

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

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

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

Form – A

Form for Disclosure of particulars with respect of conservation of energy

Particulars	2019-20	2018-19
Power & Fuel Consumption		
1. Electricity		
a) Purchased Units (Lacs)	5.55	6.07
Total Cost (₹ In Lacs)	57.44	60.81
Rate/Unit (₹)	10.35	10.01

Particulars	2019-20	2018-19
b) Own Generation		
1) Through Diesel Generator		
Units (Lacs)	0.42	0.58
KWH per unit of fuel	4.67	4.67
Fuel Cost/Unit (₹)	18.87	15.38

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	
	2019-20	2018-19
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 ₹ 33.82 lakhs (Previous year ₹ 66.10 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, 2020:

(₹ in lakhs)

Particulars	2019-20	2018-19
Foreign Exchange Earned	-	-
Exports (FOB)	-	-
Technical Assistance	-	-
Total	-	-
Foreign Exchange Outgo	-	-
CIF Value of Imports	28.38	38.13
Travelling Expenses	-	-
Others	5.44	27.97
Total	33.82	66.10

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 2019-20	Year 2018-19	Change in %
1	Debtors Turnover	3.47	3.85	(10%)
2	Inventory Turnover	2.62	3.50	(25%)
3	Interest Coverage Ratio	60.00	103.18	(42%)
4	Current Ratio	6.02	4.10	47%
5	Debt Equity Ratio	0.05	-	5%
6	Operating Profit Margin (%)	4%	4%	(7%)
7	Net Profit Margin (%)	3%	3%	15%
8	Return on Net worth	3%	3%	(7%)

Explanation: Due to increased competitive intensity and contraction of overall demand, there was a drop in our turnover in FY20 as compared to FY19. The drop in turnover has impact on profitability and financial ratios for FY20 as compared to FY19.

OPPORTUNITIES AND THREATS

Opportunities:

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

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

Threats:

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

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

RISKS AND CONCERNS

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

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

Availability and Rising Cost of Labour:

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

Increase in input and brand-building costs:

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

HUMAN RESOURCES

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

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

As of 31st March, 2020, the Company had 1099 employees on its roll.

FUTURE OUTLOOK

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

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

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



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

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

CAUTIONARY STATEMENT

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be considered as "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. The factors that might influence the operations of the Company are economic conditions, government regulations and natural calamities over which the Company has no control.

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

APPRECIATIONS AND ACKNOWLEDGEMENTS

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

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

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

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

Sd/-
L Vinay Reddy
Managing Director
DIN: 00202619

Place: Mumbai
Mumbai, 29th July, 2020

ANNEXURE “A” to the Directors’ Report

Form MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2020

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

I. REGISTRATION AND OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

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

i. Category-wise Share Holding:

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2019				No. of Shares held at the end of the year i.e. 31/03/2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters*									
1.	Indian									
a.	Individual/HUF	9314897	0	9314897	62.93	9330823	0	9330823	63.04	0.11
b.	Central Govt / State Govt (s)	0	0	0	0.00	0	0	0	0.00	0.00
c.	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d.	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e.	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (1)	9314897	0	9314897	62.93	9330823	0	9330823	63.04	0.11
2.	Foreign									
a.	NRIs - Individuals / Foreign Individuals	134386	0	134386	0.91	134386	0	134386	0.91	0.00
b.	Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c.	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d.	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e.	Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (2)	134386	0	134386	0.91	134386	0	134386	0.91	0.00
	Total shareholding of Promoter (A) = (A) (1)+(A)(2)	9449283	0	9449283	63.84	9465209	0	9465209	63.95	0.11
B.	Public Shareholding									
1.	Institutions									
a.	Mutual Funds	0	0	0	0	0	0	0	0.00	0
b.	Banks / FI	29082	0	29082	0.19	0	0	0	0.00	-0.19
c.	Central Govt. / State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d.	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
e.	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
f.	FILs / FPIs	0	0	0	0.00	0	0	0	0.00	0.00
g.	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h.	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (B)(1)	29082	0	29082	0.19	0	0	0	0.00	-0.19
2.	Non-Institutions									
a.	Individuals									
i.	Individual shareholders holding nominal share capital upto ₹ 1 lakh	3697321	11	3697332	24.98	3711827	11	3711838	25.08	0.09
ii.	Individual shareholders holding nominal share capital in excess of Rs 1 lakh	372464	0	372464	2.51	705256	0	705256	4.76	2.24

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2019				No. of Shares held at the end of the year i.e. 31/03/2020				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b.	NBFCs registered with RBI	21743	0	21743	0.14	1000	0	1000	0.01	-0.14
c.	Others									
i.	Foreign Nationals	59	0	59	0.00	59	0	59	0.00	0.00
ii.	Non Resident Indians	142393	0	142393	0.96	137067	0	137067	0.92	-0.03
iii.	Foreign Portfolio Investor (Individual)	150	0	150	0.00	150	0	150	0.00	0.00
iii.	Clearing Members	121891	0	121891	0.82	22800	0	22800	0.15	-0.66
iv.	Trust	0	0	0	0.00	0	0	0	0.00	0.00
v.	Bodies Corporate	665278	0	665278	4.49	414682	0	414682	2.80	-1.69
vi.	Hindu Undivided Family	300325	0	300325	2.02	341939	0	341939	2.03	0.46
	Sub-total (B)(2)	5321624	11	5321635	35.95	5334780	11	5334791	36.04	0.08
	Total Public Shareholding (B) = (B)(1) + (B)(2)	5350706	11	5350717	36.15	5334780	11	5334791	36.04	-0.10
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
	Grand Total (A+B+C)	14799989	11	14800000	100.00	14799989	11	14800000	100.00	0.00

* includes Promoter group

ii. Shareholding of Promoters(including Promoter group)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01/04/2019			Shareholding at the end of the year i.e. 31/03/2020			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Vinay Reddy	4120205	27.84	0.00	4136131	27.94	0.00	0.11
2	Shobha Jaipal Reddy	2982943	20.15	0.00	2982943	20.15	0.00	0.00
3	Prashant Jaipal Reddy	1715252	11.59	0.00	1715252	11.59	0.00	0.00
4	Lattupalli Veena Reddy	134386	0.91	0.00	134386	0.91	0.00	0.00
5	L Jaipal Reddy (HUF)	5344	0.04	0.00	5344	0.04	0.00	0.00
6	Taruna Vinay Reddy	340398	2.30	0.00	340398	2.30	0.00	0.00
7	Lattupalli Vinay Reddy (HUF)	150755	1.02	0.00	150755	1.02	0.00	0.00
	Total	9449283	63.85	0.00	9465209	63.95	0.00	0.11

iii. Change in Promoters' Shareholding

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Reason	Transactions during the year		Cumulative Shareholding at the end of the year – 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY		DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	VINAY REDDY	4120205	27.84	Opening Balance	01 Apr 2019		4120205	27.84
				Purchase	31 Dec 2019 *	13	4120218	27.84
				Purchase	02 Feb 2020 *	15913	4136131	27.95
				Closing Balance	31 Mar 2020		4136131	27.95
2	SHOBHA JAIPAL REDDY	2982943	20.15	Opening Balance	01 Apr 2019		2982943	20.15
				NO CHANGE DURING THE YEAR			-	-
				Closing Balance	31 Mar 2020		2982943	20.15
3	PRASHANT JAIPAL REDDY	1715252	11.59	Opening Balance	01 Apr 2019		1715252	11.59
				NO CHANGE DURING THE YEAR			-	-
				Closing Balance	31 Mar 2020		1715252	11.59
4	TARUNA V REDDY	340398	2.3	Opening Balance	01 Apr 2019		340398	2.3
				NO CHANGE DURING THE YEAR			-	-
				Closing Balance	31 Mar 2020		340398	2.3
5	LATTUPALLI VEENA REDDY	134386	0.91	Opening Balance	01 Apr 2019		134386	0.91
				Transfer	04 Oct 2019	(86)	134300	0.91
				Transfer	08 Nov 2019	2	134302	0.91
				Transfer	06 Dec 2019	8	134310	0.91
				Transfer	27 Dec 2019	76	134386	0.91
				Closing Balance	31 Mar 2020		134386	0.91
6	L JAIPAL REDDY (HUF)	5344	0.04	Opening Balance	01 Apr 2019		5344	0.04
				NO CHANGE DURING THE YEAR				
				Closing Balance	31 Mar 2020		5344	0.04
7	LATTUPALLI VINAY REDDY (HUF)	150755	1.02	Opening Balance	01 Apr 2019		150755	1.02
				NO CHANGE DURING THE YEAR				
				Closing Balance	31 Mar 2020		150755	1.02

* Date of settlement as per contract note.

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

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters (including Promoter group) and Holders of GDRs and ADRs) as on 31st March, 2020:

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2019)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
1	DHEERAJ KUMAR LOHIA	119548	0.80	01 Apr 2019	-	Opening Balance	119548	0.80
				5 Apr 2019	6422	Transfer	125970	0.85
				26 Apr 2019	141	Transfer	126111	0.85
				10 May 2019	15247	Transfer	141358	0.95
				17 May 2019	1214	Transfer	142572	0.96
				24 May 2019	285	Transfer	142857	0.96
				29 June 2019	12120	Transfer	154977	1.05
				05 July 2019	43	Transfer	155020	1.05
				16 Aug 2019	7753	Transfer	162773	1.10
				23 Aug 2019	508	Transfer	163281	1.10
				20 Sep 2019	648	Transfer	163929	1.10
				08 Nov 2019	10653	Transfer	174582	1.17
				15 Nov 2019	2403	Transfer	176985	1.19
				22 Nov 2019	5164	Transfer	182149	1.23
				06 Dec 2019	(13255)	Transfer	168894	1.14
				13 Dec 2019	12706	Transfer	181600	1.22
				20 Dec 2019	1000	Transfer	182600	1.23
				27 Dec 2019	5963	Transfer	188563	1.27
				03 Jan 2020	775	Transfer	189318	1.27
				31 Mar 2020	-	Closing Balance	189318	1.27
2	VENKATA NARASIMHA RAO SREERANGAM	0	0.00	01 Apr 2019	-	Opening Balance	0	0.00
				29 Nov 2019	14961	Transfer	14961	0.10
				06 Dec 2019	27039	Transfer	42000	0.28
				13 Dec 2019	21200	Transfer	63200	0.42
				20 Dec 2019	18100	Transfer	81300	0.54
				27 Dec 2019	9700	Transfer	91000	0.61
				10 Jan 2020	4574	Transfer	95574	0.64
				17 Jan 2020	9526	Transfer	105100	0.71
				31 Mar 2020	(5100)	Transfer	100000	0.67
				31 Mar 2020	-	Closing Balance	100000	0.67
3	SHAREKHAN LIMITED	9752	0.06	01 Apr 2019	-	Opening Balance	9752	0.06
				05 Apr 2019	(501)	Transfer	9251	0.06
				12 Apr 2019	4348	Transfer	13599	0.09
				19 Apr 2019	(381)	Transfer	13218	0.08
				26 Apr 2019	1325	Transfer	14543	0.09
				03 May 2019	(10)	Transfer	14533	0.09

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2019)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				10 May 2019	(388)	Transfer	14145	0.09
				17 May 2019	635	Transfer	14780	0.09
				24 May 2019	(459)	Transfer	14321	0.09
				31 May 2019	(317)	Transfer	14004	0.09
				07 June 2019	(3628)	Transfer	10376	0.07
				14 June 2019	203	Transfer	10579	0.07
				21 June 2019	3552	Transfer	14131	0.09
				29 June 2019	(2559)	Transfer	11572	0.08
				05 July 2019	1224	Transfer	12796	0.08
				12 July 2019	(442)	Transfer	12354	0.08
				19 July 2019	60	Transfer	12414	0.08
				26 July 2019	1666	Transfer	14080	0.09
				02 Aug 2019	2902	Transfer	16982	0.11
				09 Aug 2019	(1793)	Transfer	15189	0.10
				16 Aug 2019	741	Transfer	15930	0.11
				23 Aug 2019	(5581)	Transfer	10349	0.07
				30 Aug 2019	1675	Transfer	12024	0.08
				06 Sept 2019	990	Transfer	13014	0.09
				13 Sept 2019	(709)	Transfer	12305	0.08
				20 Sept 2019	76	Transfer	12381	0.08
				27 Sept 2019	51896	Transfer	64277	0.43
				30 Sept 2019	9	Transfer	64286	0.43
				04 Oct 2019	111	Transfer	64397	0.43
				11 Oct 2019	727	Transfer	65124	0.44
				18 Oct 2019	650	Transfer	65774	0.44
				25 Oct 2019	1324	Transfer	67098	0.45
				01 Nov 2019	(564)	Transfer	66534	0.45
				08 Nov 2019	(646)	Transfer	65888	0.44
				15 Nov 2019	(880)	Transfer	65008	0.44
				22 Nov 2019	386	Transfer	65394	0.44
				29 Nov 2019	(129)	Transfer	65265	0.44
				06 Dec 2019	990	Transfer	66255	0.45
				13 Dec 2019	(544)	Transfer	65711	0.44
				20 Dec 2019	2310	Transfer	68021	0.46
				27 Dec 2019	555	Transfer	68576	0.46
				31 Dec 2019	3137	Transfer	71713	0.48
				03 Jan 2020	(1054)	Transfer	70659	0.48
				10 Jan 2020	(3371)	Transfer	67288	0.45
				17 Jan 2020	(505)	Transfer	66783	0.45
				24 Jan 2020	3016	Transfer	69799	0.47
				31 Jan 2020	(1064)	Transfer	68735	0.46
				07 Feb 2020	(134)	Transfer	68601	0.46

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2019)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
				14 Feb 2020	2326	Transfer	70927	0.48
				21 Feb 2020	(1910)	Transfer	69017	0.47
				28 Feb 2020	(30)	Transfer	68987	0.47
				06 Mar 2020	114	Transfer	69101	0.47
				13 Mar 2020	2476	Transfer	71577	0.48
				20 Mar 2020	2416	Transfer	73993	0.50
				27 Mar 2020	(6483)	Transfer	67510	0.46
				31 Mar 2020	6018	Transfer	73528	0.50
				31 Mar 2020	-	Closing Balance	73528	0.50
4	LUXMI TOWNSHIP LIMITED	57767	0.40	01 Apr 2019	-	Opening Balance	57767	0.40
				31 Mar 2020	-	Closing Balance	57767	0.40
5	RAJ KUMAR LOHIA	35933	0.24	01 Apr 2019	-	Opening Balance	35933	0.24
				31 May 2019	500	Transfer	36433	0.25
				29 June 2019	2410	Transfer	38843	0.26
				30 Aug 2019	619	Transfer	39462	0.27
				15 Nov 2019	4000	Transfer	43462	0.29
				13 Dec 2019	1000	Transfer	44462	0.30
				31 Dec 2019	3223	Transfer	47685	0.32
				31 Mar 2020	-	Closing Balance	47685	0.32
6	GIRISH BHERUMAL GUNDESHA	25000	0.17	01 Apr 2019	-	Opening Balance	25000	0.17
				12 Apr 2019	550	Transfer	25550	0.17
				29 Jun 2019	1800	Transfer	27350	0.18
				13 Sept 2019	3150	Transfer	30500	0.21
				20 Sept 2019	200	Transfer	30700	0.21
				27 Sept 2019	1650	Transfer	32350	0.22
				30 Sept 2019	650	Transfer	33000	0.22
				11 Oct 2019	1000	Transfer	34000	0.23
				18 Oct 2019	100	Transfer	34100	0.23
				08 Nov 2019	1000	Transfer	35100	0.24
				15 Nov 2019	1000	Transfer	36100	0.24
				10 Jan 2020	400	Transfer	36500	0.25
				17 Jan 2020	1100	Transfer	37600	0.25
				24 Jan 2020	750	Transfer	38350	0.26
				20 Mar 2020	2900	Transfer	41250	0.28
				27 Mar 2020	3250	Transfer	44500	0.30
				31 Mar 2020	1000	Transfer	45500	0.31
				31 Mar 2020	-	Closing Balance	45500	0.31

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2019)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
7	NIPUN SINGHAL	16000	0.11	01 Apr 2019	-	Opening Balance	16000	0.11
				10 May 2019	25	Transfer	16025	0.11
				17 May 2019	4975	Transfer	21000	0.14
				21 Jun 2019	5000	Transfer	26000	0.17
				05 July 2019	(5000)	Transfer	21000	0.14
				26 July 2019	3000	Transfer	24000	0.16
				02 Aug 2019	2000	Transfer	26000	0.17
				27 Dec 2019	(4271)	Transfer	21729	0.15
				03 Jan 2020	(729)	Transfer	21000	0.14
				06 Mar 2020	4970	Transfer	25970	0.17
				13 Mar 2020	5030	Transfer	31000	0.21
				20 Mar 2020	5000	Transfer	36000	0.24
				27 Mar 2020	4149	Transfer	40149	0.27
				31 Mar 2020	-	Closing Balance	40149	0.27
8	KETAN P KAMDAR	0	0.00	01 Apr 2019	-	Opening Balance	0	0.00
				26 Apr 2019	35000	Transfer	35000	0.24
				31 Mar 2020	-	Closing Balance	35000	0.24
9	SUNIL KUMAR BADHWAR	24200	0.16	01 Apr 2019	-	Opening Balance	24200	0.16
				29 Jun 2019	4500	Transfer	28700	0.19
				31 Mar 2020	-	Closing Balance	28700	0.19
10	SUNIL BODARAM LUTHRIA	4500	0.03	01 Apr 2019	-	Opening Balance	4500	0.03
				08 Nov 2019	20915	Transfer	25415	0.17
				20 Dec 2019	(1000)	Transfer	24415	0.16
				10 Jan 2020	(415)	Transfer	24000	0.16
				31 Mar 2020	-	Closing Balance	24000	0.16

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

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc.			Cumulative shareholding during the year and at the end of the year	
		No. of shares at the beginning (01/04/2019)	% of shares of the Company	Date	Increase / (Decrease) in shareholding	Reason	No. of shares	% of shares of the Company
1.	VINAY REDDY	4120205	27.84	01 Apr 2019	-	Opening Balance	4120205	27.84
				31 Dec 2019 *	13	Purchase	4136131	27.84
				02 Jan 2020 *	15913	Purchase	4136131	27.95
				31 Mar 2020	-	Closing Balance	4136131	27.95
2.	TARUNA VINAY REDDY	340398	2.3	01 Apr 2019	-	Opening Balance	340398	2.3
				NO CHANGES DURING THE YEAR				
				31 Mar 2020	-	Closing Balance	340398	2.3
3.	ANANTHARAMAN MAHADEVAN	0	0.00	01 Apr 2019	-	Opening Balance	0	0
				NO CHANGES DURING THE YEAR				
				31 Mar 2020	-	Closing Balance	0	0.00
4.	GOPAL KRISHAN SEHJPAL	0	0.00	01 Apr 2019	-	Opening Balance	0	0
				NO CHANGES DURING THE YEAR				
				31 Mar 2020	-	Closing Balance	0	0.00
5.	SIVABALAN PAUL PANDIAN	0	0.00	01 Apr 2019	-	Opening Balance	0	0.00
				NO CHANGES DURING THE YEAR				
				31 Mar 2020	-	Closing Balance	0	0.00
6.	RAGHUNATHAN GOVINDARAJAN	0	0.00	01 Apr 2019	-	Opening Balance	0	0.00
				NO CHANGES DURING THE YEAR				
				31 Mar 2020	-	Closing Balance	0	0.00
7.	DIVYA SHRIMALI	0	0.00	01 Apr 2019	-	Opening Balance	0	0.00
				NO CHANGES DURING THE YEAR			-	-
				31 Mar 2020	-	Closing Balance	0	0.00

* Date of settlement as per contract note.

V. INDEBTEDNESS

Indebtedness of the Company including interest Outstanding/accrued but not due for payment

(₹ in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
- Addition	853.81	-	-	853.81
- Reduction	-	-	-	-
Net Change	853.81	-	-	853.81
Indebtedness at the end of the financial year				
i) Principal Amount	853.81	-	-	853.81
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	5.47	-	-	5.47
Total (i+ii+iii)	859.28	-	-	859.28

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. no.	Particulars of Remuneration	L. Vinay Reddy (Managing Director)	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Overall Ceiling as per the Act (10% Of the Net Profit as per Section 198)		40,24,470.2

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Anantharaman Mahadevan	Gopal Sehjpal	Sivabalan P. Pandian	Taruna Reddy	Total amount
1.	Independent Directors					
	Fee for attending board / committee meetings	60500	89000	23500	-	1,73,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	60500	89000	23500	-	1,73,000
2.	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	22000	22,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	22000	22,000
	Total (B)= (1) + (2)	60500	89000	23500	22000	1,95,000
	Total Managerial Remuneration (A+B)	1,95,000				
	Overall Ceiling as per the Act (10% Of the Net Profit as per Section 198)	40,24,470.2 (excluding sitting fees which shall not be a part of Remuneration)				

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

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Raghunathan Govindarajan (CFO)	Divya Shrimali (CS)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	13,60,071	4,64,534	18,24,605
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	13,60,071	4,64,534	18,24,605

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

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

On behalf of the Board of Directors
Lovable Lingerie Limited

L Vinay Reddy
Managing Director
(DIN: 00202619)

Place: Mumbai
Date: 29th July, 2020

ANNEXURE “B”

Annual Report on Corporate Social Responsibility

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

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

Your Company is committed to operate and grow its business in a socially responsible way. The Company's vision is to grow its business, whilst reducing the environmental impact of its operations and increasing its positive social impact. Your Company has embraced some of the activities listed in the Schedule VII of Section 135 of the Companies Act, 2013.

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of the Directors, is available on the Company's website; weblink: http://lovableindia.in/index.php?route=information/information&information_id=69. A brief overview of your Company's projects is as given below:

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

(2) Composition of the CSR Committee

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

(3) Average Net Profit of the Company for last 3 financial years	: ₹ 5.36 Cr
(4) Prescribed CSR Expenditure(two per cent. Of the amount as in item 3 above)	: ₹ 11 Lakhs
(5) Details of CSR spent during the financial year 2019-20	: ₹ 14.96 Lakhs
(a) Total amount to be spent for the financial year	: ₹ 11 Lakhs
(b) Total amount spent during the year	: ₹ 14.96 lakhs
(c) Amount unspent, if any: Nil For reason, please refer to item no. 5(b) above.	

(d) Manner in which the amount was spent during the financial year 2019-20 is detailed below:

(₹ in lakhs)

Sr. No.	CSR Project	Relevant Section of Schedule VII in which the Project is covered (Refer Note)	Projects/ Programmes covered	Amount outlay (budget)	Amount spent on the project/ programs		Cumulative expenditure upto 31 st March, 2020	Amount spent Direct/ through implementing agency
					Direct Expenditure	Overheads as given		
1.	Providing of health & hygiene and Sanitation to womens. Implementing sanitation projects	Health & Hygiene and sanitation	South India	15	14.96	-	14.96	Direct
	Total			15	14.96	-	14.96	

(6) CSR Committee Responsibility Statement

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

On behalf of the Board

L Vinay Reddy
Managing Director
(DIN: 00202619)

Anantharaman Mahadevan
Chairman, CSR Committee
(DIN:00165226)

Mumbai, 29th July, 2020

ANNEXURE “C”

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

i. Ratio of the remuneration* of each Director to the median remuneration of the employees of the Company for the financial year 2019-20:

Sr. No	Name of Director	Nature of Directorship	Ratio to median remuneration of employees
1	L Vinay Reddy	Chairman & Managing Director	-
2	Anantharaman Mahadevan	Non-Executive Independent Director	0.42
3	Gopal Sehgal	Non-Executive Independent Director	0.63
4	Sivabalan P. Pandian	Non-Executive Independent Director	0.17
5	Taruna Reddy	Non-Executive Director	0.15

* Remuneration includes sitting fees paid

ii. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2019-20:

Sr. No	Name of Director/KMP	Designation	% increase in Remuneration
1	L Vinay Reddy	Chairman & Managing Director	(1.00)
2	Anantharaman Mahadevan	Non-Executive Independent Director	0.14
3	Gopal Sehgal	Non-Executive Independent Director	-
4	Sivabalan P. Pandian	Non-Executive Independent Director	(0.61)
5	Taruna Reddy	Non-Executive Director	(0.33)
6	R Govindarajan	Chief Financial Officer	0.19
7	Divya Shrimali	Company Secretary	-

iii. The percentage increase in the median remuneration of Employees for the financial year (Median 2020/ Median 2019): (0.01%)

iv. The Company has 1,099 permanent Employees on the rolls of Company as on 31st March, 2020.

v. Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 0.09% whereas the increase in the managerial remuneration was (1.00%). The total managerial remuneration comprises of remuneration of the Managing Director and Executive Director. The remuneration to Managerial personnel is as approved by the shareholders under the provisions of Companies Act 2013. The average increases every year is an outcome of Company's market competitiveness as against its peer group companies. In keeping with our reward philosophy and benchmarking results, the increases this year reflect the market practice.

vi. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

On behalf of the Board of
For Lovable Lingerie Limited,

L Vinay Reddy
Managing Director
DIN: 00202619

Mumbai, 29th July, 2020

ANNEXURE - “D”

Secretarial Audit Report

Form No. MR-3

For the Financial year ended 31st March, 2020

[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 31st March, 2020, 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 31st March, 2020 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) Regulations, 2014; **(Not relevant/ applicable, since there are no share based benefits to employees during the year)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not relevant/ applicable, since there is no issue of debt securities during the year)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not relevant/ applicable, since there is no delisting of equity shares during the year)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not relevant/ applicable, since there is no buyback of equity shares during the year)**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India 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;

- a) *there was delay in transferring/ crediting those shares in respect of which dividend has not been paid or claimed for seven consecutive years or more to the demat account of Investor Education and Protection Fund authority which were due for transfer during the year under review.*
- b) *Publication in newspaper advertisement of notice of Board Meeting held on 10th August 2019 after delay of 2(two) days pursuant to sub-regulation (1) of Regulation 47 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*

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

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**

**Sd/-
Dharmesh Zaveri
(Proprietor)
FCS. No.: 5418
CP No.: 4363
ICSI Unique Code: S2001MH046100
Peer Review Cer. No.: 294/2015**

**Place: Mumbai
Date: 29th July 2020
ICSI UDIN: F005418B000519734**

ANNEXURE “E”

CORPORATE GOVERNANCE

The Report on Corporate Governance for the financial year ended 31st March, 2020 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 FY2019-20.

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 31st March, 2020, the Board of Directors had 5 (Five) Directors, comprising (i) 1 (One) Executive Director cum Chairman, 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 Directors seeking appointment/ re-appointment are given in the Notice of AGM.

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

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

Each Director informs the Company on an annual basis about the Board and Board Committee positions he/ she occupies in other companies including Chairmanships and notifies any changes during the term of their Directorship in the Company. None of the Directors on the board hold Directorships in more than 10 (Ten) public companies. Further, none of them is a member of more than 10(Ten) committees or chairman of more than 5(Five) committees across all the public companies in which he/she is a Director.

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.

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 FY2019-20

Name of the Director, Designation & DIN	Category	Number of board meetings during the year 2019-20		Whether Attended last AGM held on September 26, 2019	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	4	4	Yes	1	0	0	Husband of Smt. Taruna Reddy
Anantharaman Mahadevan Director DIN: 00165226	Independent, Non-Executive	4	3*	No	1	0	0	-
Gopal Sehgal Director DIN: 00175975	Independent, Non-Executive	4	4	Yes	1	1	1	-
Sivabalan Paul Pandian Director DIN: 01573458	Independent, Non-Executive	4	1*	No	1	0	0	-
Taruna Reddy Director DIN: 02787135	Non-Independent, Non-Executive	4	2*	Yes	1	0	0	Wife of Shri L Vinay Reddy

* 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.

(iii) Details of Directorship held in listed Entity:

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

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

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

Sr. No.	Skills / Expertise / Competencies	Mr. Vinay Reddy	Anantharaman Mahadevan	Gopal Sehgal	Sivabalan Paul Pandian	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.	Financial and Management skills,	✓	-	✓	-	-
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 met four times during the financial year under review on: 29th May, 2019, 10th August, 2019, 12th November, 2019 and 13th February, 2020.

3. MEETING OF INDEPENDENT DIRECTORS

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

During FY2019-20, the Independent Directors of Lovable met one time on February 13, 2020 without the presence of Non-Independent Directors and other members of the management inter-alia to review:

- the performance of non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive- Directors and Non- Executive Directors; and

- the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. CODE OF CONDUCT

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

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

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

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

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

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

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 FY2019-20, 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 2019-20 were in the ordinary course of business and on arm's length pricing 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 25.10 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 http://lovableindia.in/index.php?route=information/information&information_id=69.

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

6. FAMILIARIZATION PROCESS FOR INDEPENDENT DIRECTORS

The Company believes that the Board should be continuously empowered with the knowledge of latest development affecting the Company and the industry as a whole. Updates on relevant statutory changes and judicial pronouncements

around important industry related laws are regularly circulated to the Directors. Each Director of the Company has complete access to any Company's information and freedom to interact with the senior management.

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

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 FY2019-20. Each Board member completed a questionnaire on other Board members for peer evaluation and a questionnaire to provide feedback on Board, its Committees and their functioning. The contribution and impact of individual members was evaluated on parameters such as level of engagement, independence of judgment, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. The peer ratings on certain parameters, positive attributes and improvement areas for each Board member were also provided to them in a confidential manner.

8. DISCLOSURE ON ACCOUNTING TREATMENT

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

9. COMMITTEES OF THE BOARD

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

The Board has currently established the following Committees.

A. Audit Committee:

i. Constitution & Composition:

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

Mr. Gopal Sehgal 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 29th May, 2019, 9th August, 2019, 12th November, 2019 and 13th February, 2020. 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 2019-20	Remarks
		Held/ Attended	
Mr. Gopal G. Sehgal	Chairman	4/4	-
Mr. L Vinay Reddy	Member	4/4	-
Mr. Sivabalan Paul Pandian	Member	4/1*	-
Mr. Anantharaman Mahadevan	Member	4/4*	-

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

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

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

The Chairman of the Committee was present at the last Annual General Meeting held on 26th September, 2019.

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 4 (Four) members which includes 2 (Two) Independent Non-executive Directors viz. Mr. Gopal G. Sehjpal, Mr. Sivabalan Paul Pandian, 1(One) Non-independent Non-Executive Director Mrs. Taruna Reddy and 1 (One)Non-independent Executive Director-cum-chairman, Mr. L Vinay Reddy.

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

During the year under review, 1 (One) Nomination and Remuneration Committee Meetings were held on 10th August, 2019.

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

Name	Category	No. of Meetings during the financial year 2019-20	Remarks
		Held/ Attended	
Mr. L Vinay Reddy	Member	1/1	-
Mr. Sivabalan Paul Pandian	Member	1/0	Leave of Absence
Mr. Gopal G. Sehjpal	Chairman	1/1	-
Mrs. Taruna Reddy	Member	1/0	Appointed on 10 th August 2019

ii. Brief Terms of reference:

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
5. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria;

6. To recommend to the Board all remuneration, in whatever form, payable to senior management.
7. To consider whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
8. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.

iii. Remuneration policy:

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

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

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

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

iv. Details of Remuneration:

a) Executive Directors:

(₹ in lakhs)

Name	Salary	Bonus	Contribution to PF	Perquisites	Total
L Vinay Reddy	-	-	-	-	-

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 2019-20, 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
Anantharaman Mahadevan	0.60	-	0.60
Gopal Sehgal	0.89	-	0.89
Sivabalan P. Pandian	0.23	-	0.23
Taruna Reddy	0.22	-	0.22

* Includes sitting fees for Board and its Committee meetings.

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

c) Details of equity shares of the Company held, if any by the Non-Executive Directors as on March 31, 2020 are given below:

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

The Company has no outstanding convertible instruments.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE

i. Constitution & Composition:

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

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

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

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

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

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

During the year under review, Stakeholders' Relationship Committee Meetings were held 4 (Four) times on 29th May, 2019, 10th August, 2019, 12th November, 2019 and 13th February, 2020.

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 2019-20	
		Held	Attended
Mr. Gopal Sehjpal	Chairman	4	4
L Vinay Reddy	Member	4	4
Sivabalan Paul Pandian	Member	4	1

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

iv. Details of Stakeholder Complaints

Sr. No.	Nature of Complaint	Total complaints pending at the beginning of the year	Total complaints received during the year	Total complaints replied during the year	Total complaints pending at the end of the year	Complaints not resolved to the satisfaction of shareholders
1.	Non-receipt of Dividend	Nil	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	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil

v. Compliance officer:

Divya Shrimali
Company Secretary & Compliance Officer

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

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

i. Constitution & Composition:

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

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

Mr. Anantharaman Mahadevan is the Chairman of the Committee.

During the year under review, 1 (One) CSR Committee Meetings was held on 10th August, 2019.

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 2019-20	
		Held	Attended
Anantharaman Mahadevan	Chairman	1	0*
L Vinay Reddy	Member	1	1
Gopal G. Sehgal	Member	1	1

**Was given leave of absence on request.*

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

- 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.
- To monitor the Corporate Social Responsibility Policy (CSR Policy) of the Company from time to time.
- To recommend the amount of expenditure to be incurred on the activities referred above.
- 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: http://lovableindia.in/index.php?route=information/information&information_id=69

10. SUBSIDIARY COMPANIES

The Company does not have any subsidiary Company.

11. PROHIBITION OF INSIDER TRADING

The Company has framed a fair code of disclosure to avoid Insider Trading in the Company. This code of the Company prohibits the Directors of the Company and other designated persons to deal in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company. The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. The Board of Directors of the Company has adopted this Code, in line with new SEBI (Prohibition of Insider Trading) Regulations, 2015 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 http://lovableindia.in/index.php?route=information/information&information_id=23.

12. MANAGEMENT DISCLOSURES

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

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

13. INTERNAL CONTROL SYSTEMS

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

INTERNAL CONTROLS

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

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

14. CEO AND CFO CERTIFICATION

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

15. CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE

The Company has availed a certificate from 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 FY2019-20, 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
2016-17	Wednesday 30 th August, 2017	11:00 A.M.	CTC Banquets , Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai – 400069	1. Re-appointment of Mr. Gopal Sehgal as an Independent Director of the Company. 2. Re-appointment of Mr. Anantharaman Mahadevan as an Independent Director of the Company. 3. Re-appointment of Mr. Sivabalan Pandian as an Independent Director of the Company.
2017-18	Monday 24 th September, 2018	3:00 P.M.	CTC Banquets , Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai – 400069	Continuance of appointment of Mr. Gopal Sehgal as an Independent Non-Executive Director.
2018-19	Thursday 26 th September, 2019	3:00 P.M.	CTC Banquets , Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai – 400069	No Special Resolution

(ii) **Extraordinary general meeting:**

No extraordinary general meeting of the members was held during the year 2019-20.

(iii) **Postal Ballot**

No postal Ballot was conducted during the year 2019-20.

MEANS OF COMMUNICATION

Website: The Company's website 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. These are also submitted to the Stock Exchange(s) in accordance with the Listing Regulations and published in widely circulated national newspapers such as The Business Standard (all English & Hindi Editions) and the local vernacular daily Marathi of 'Navshakti' (Mumbai Edition).

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

Corporate filing: Announcements, Quarterly Results, Shareholding Pattern etc. of the Company are regularly filed by the Company with the Stock Exchanges and are available on the website of BSE Ltd. - www.bseindia.com and National Stock Exchange of India Ltd. - 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
CIN: L17110MH1987PLC044835
E-mail Id: corporate@lovableindia.in

ii. Annual General Meeting

Date : Saturday, 29th August, 2020
Time : 11:00 P.M.
Financial Year: 1st April to 31st March
Venue: Video Conferencing (VC) / Other Audio Visual Means (OAVM)
Date of Dividend Payment: On or before 28th September, 2020

iii. Calendar of Financial Year ending 31st March, 2020

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 31st March, 2020 were held on the following dates:

First Quarter Results	10 th August, 2019
Second Quarter and Half yearly Results	12 th November, 2019
Third Quarter Results	13 th February, 2020
Fourth Quarter and Annual Results	30 th June, 2020

iv. Tentative Calendar of Financial Year ending 31st March, 2021

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2021 are as follows:

For the quarter ended 30 June 2020	1 st or 2 nd week of August, 2020
For the quarter and half-year ending 30 September 2020	Last week of October or 1 st week of November, 2020
For the quarter and nine months ending 31 December 2020	Last week of January or 1 st week of February, 2021
For the year ending 31 March 2021	Last week of May, 2021
AGM for the year ending 31 March 2021	August 2021 or September, 2021

v. Details of Book Closure for Equity Shareholders: Tuesday, 25th August 2020 to Friday, 28th August, 2020 (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)	National Stock Exchange of India Limited (NSE)
Phiroze Jeejeebhoy Towers	Exchange Plaza', C - 1, Block G,
Dalal Street	Bandra-Kurla Complex,
Mumbai- 400001.	Bandra (E),
Scrip Code: 53334	Mumbai 400051.
	Symbol: LOVABLE

ix. Listing Fees

Listing Fees for the FY2020-21 have been paid, within the stipulated time, to BSE Limited and National Stock Exchange of India Ltd, where the Company's Equity Shares continue to be listed.

x. Market Price Data

The monthly high and low prices of the Company at BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) for the year ended 31st March, 2020 are as under:

(In ₹)

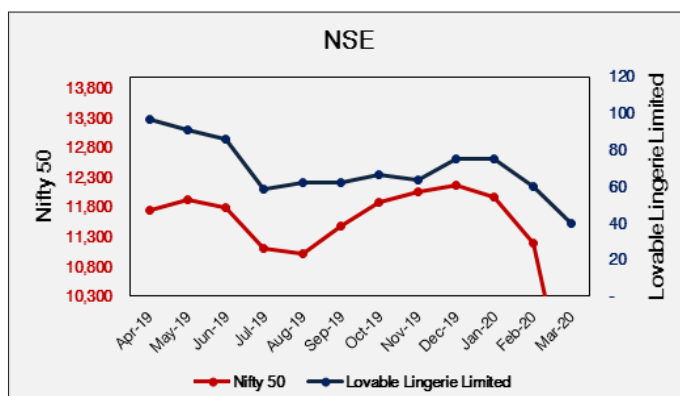
Month	BSE		NSE	
	High	Low	High	Low
2019				
April	107.30	95.80	107.95	95.10
May	102.85	86.85	101.10	86.30
June	91.50	63.00	92.10	63.00

Month	BSE		NSE	
	High	Low	High	Low
July	86.10	58.00	86.95	57.55
August	72.45	56.00	72.80	56.05
September	73.90	59.50	73.70	59.00
October	66.95	54.50	67.40	56.10
November	73.30	60.05	72.15	60.00
December	81.50	62.75	81.30	62.20
2020				
January	87.35	71.00	87.45	73.05
February	77.00	58.60	76.90	58.00
March	62.75	34.00	64.00	31.85

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

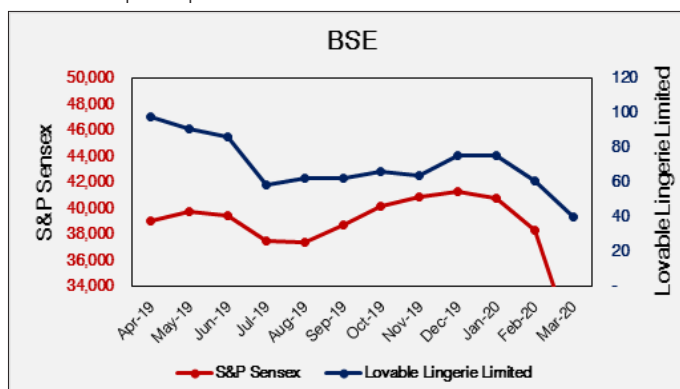
xi. Share Price Performance In Comparison To Broad-Based Indices – BSE Sensex And NSE Nifty

(a) LLL share price performance versus CNX Nifty



(Source: Compiled from NSE website)

(b) LLL share price performance versus BSE Sensex



(Source: Compiled from BSE website)

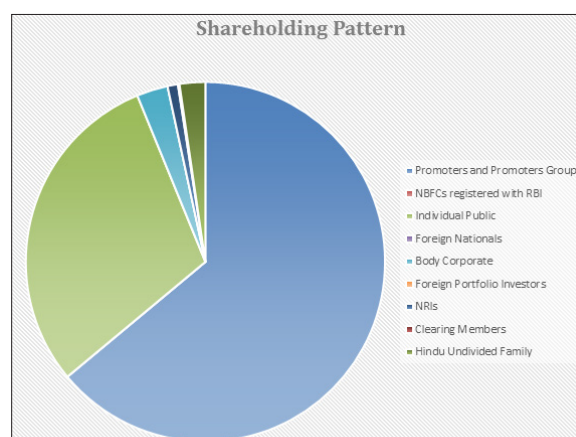
xii. Shareholding as on 31st March, 2020

a. Distribution of Shareholding according to Shareholder's Class as on March 31, 2020

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	19859	92.24	1982640	13.39
501 – 1000	980	4.55	772095	5.21
1001 – 2000	386	1.79	574873	3.88
2001 – 3000	129	0.59	325659	2.20
3001 – 4000	41	0.19	143136	0.96
4001 – 5000	39	0.18	185336	1.25
5001 – 10000	54	0.25	389272	2.63
10001 & above	41	0.19	10426989	70.45
Total	21529	100.00	14800000	100.00

b. Distribution of Shareholding on the basis of Ownership as on March 31, 2020

Category	Number of Shares Held	% of Total
Promoter and Promoter Group	9465209	63.95
Financial Institutions / Banks	-	-
Individual Public	4417094	29.85
Foreign Nationals	59	0.00
Bodies Corporate	414682	2.80
Foreign Portfolio Investors	150	0.00
NRIs	137067	0.93
Clearing Members	22800	0.15
Hindu Undivided Family	341939	2.31
NBFCs registered with RBI	1000	0.01
Total	14800000	100.00



xiii. Shares held in Physical and Dematerialised Form

Breakup of physical and dematerialised shares as on March 31, 2020:

	No. of Shares	%	No. of folios	%
Physical	11	0.00	2	0.01
Demat				
NSDL	12286578	83.02	12292	57.09
CDSL	2513411	16.98	9235	42.90
Total	14800000	100.00	21529	100.00

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

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

The Company has not issued any GDRs/ ADRs / warrants or any other convertible instruments, in the past and hence as on March 31, 2020, the Company does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

xv. Plant Locations

Sr. No.	Factory Address
1	Plot No. 9 & 10, John Avenue Pvt. Road, Manipal County Cross, Off Hosur Road, Singasandra, Bengaluru – 560 068.
2	46/2, Guruprasanna Industrial Area, Doddakallasandra, Konanakunte cross, Kanakapura Road, Bengaluru – 560 062. (Daisy Dee factory)
3	RS NO. 707/2C, Sengalipalayam Village, Kanjikkovil Post, Perundurai Taluk, Erode District -638116

xvi. Share Transfer System

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

xvii. Report on Corporate Governance

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

xviii. Commodity Price or Foreign Exchange Risk

Not Applicable

xix. Address for Correspondence

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



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

M/s Lovable Lingerie Limited
A-46, Street No. 2, MIDC, Andheri (East), Mumbai- 400093.
Tel No. 022-28383581, Fax No.-022-28383582.
Email: corporate@lovableindia.in

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.

xx. 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.

xxi. Secretarial Audit

For each quarter of FY2019-20, a qualified Practicing Company Secretary carried out the reconciliation of share capital audit to reconcile the total admitted share capital with NSDL and CDSL, total issued and listed share capital. The reports confirm that the total issued/paid up share capital is in agreement with the total number of shares in physical form and dematerialized form held with NSDL and CDSL.

In addition to the above and pursuant to Section 204 of the Companies Act, 2013 and corresponding Rule 9 of The Companies (Appointment and Remuneration Personnel) Rules, 2014, and in accordance with regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a secretarial audit for FY2019-20 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.

xxii. 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.

xxiii. Transfer of Unclaimed Dividend to IEPF:

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

During the period under review Company has transferred unpaid dividend of 2011-12 to IEPF account amounting ₹ 45,306.

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 (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26th September, 2019 (date of last Annual General Meeting) on the website of the Company (www.lovableindia.in), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

xxiv. Calendar for transfer of unclaimed dividend to IEPF:

Financial Year	Type of Dividend	Date of Declaration	Amount Outstanding as on 31 st March 2020 (in ₹)	Due for transfer to IEPF
2012-13	Final	29/07/2013	51,084	05/09/2020
2013-14	Final	25/09/2014	47,946	02/11/2021
2014-15	Interim	13/08/2014	1,25,266	20/09/2021
2015-16	Interim	10/03/2016	70,721	17/04/2023
2016-17	Final	30/08/2017	1,08,509	07/10/2024
2018-19	Final	26/09/2019	27,274.50	02/11/2026

xxv. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only 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.

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

1. Number of complaints filed during the Financial Year 2019-20: NIL
2. Number of complaints disposed during the Financial Year 2019-20: NIL
3. Number of complaints pending as on end of the Financial Year 2019-20: NIL

xxvii. 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:http://lovableindia.in/index.php?route=information/information&information_id=69.
- b) There has not been any non-compliance of mandatory requirements, expected of the Company. No penalties or strictures were imposed on the Company by the Stock Exchanges, SEBI, or any statutory authority for matters related to capital markets during the last 3 years.
- c) Details of Committee recommendations not accepted by the Board: None
- d) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which statutory auditor is a part: 8,00,000/-
- 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:http://lovableindia.in/index.php?route=information/information&information_id=69.



- f) Details of compliance with mandatory requirements and adoption / non-adoption of the Non- mandatory requirements:
- i. The Company complies with all the mandatory requirements specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - ii. The Company does not send half-yearly financial results including summary of the significant events in the last six months to the household of each shareholder.
 - iii. As per the SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the financial results are not published in the newspapers due to pandemic situation but posted on the website of the Company and the websites of BSE and NSE.
 - iv. The Financial statements of the Company have not been qualified by the Auditors.
 - v. 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.

xxviii. Certificate on Corporate Governance

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

For Lovable Lingerie Ltd.

L Vinay Reddy
Managing Director
DIN NO. 00202619

Mumbai
Date: 29th July, 2020



DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT
Exhibit 1

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

- The Board of Directors of Lovable has laid down a Code of Conduct for all the Board members and senior management of the Company. The said Code of Conduct has also been posted on the Investors page of the Company website i.e. www.lovableindia.in
- I declare that, to the best of my information, all the Board Members and senior management personnel have affirmed their compliance with the said Code of Conduct for the year ended March 31, 2020.

For Lovable Lingerie Limited

L Vinay Reddy
Managing Director

Mumbai
Date: 29th July, 2020



Exhibit 2
CEO & CFO CERTIFICATE TO THE BOARD
(Pursuant to Regulation 17(8) of the Listing Regulations)

To,
The Board of Directors,
Lovable Lingerie Limited

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

- a. We have reviewed the financial statements and the Cash flow statement for the Financial Year ended 31st March, 2020 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.

L Vinay Reddy
Managing Director
DIN: 00202619

R.Govindarajan
Chief Financial Officer

Place: Mumbai
Date: 30th June, 2020



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) 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, 2020** 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.

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

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

Dated: 29th July, 2020
Place: Jalgaon

For **SS Lunkad & Associates**
Company Secretaries

Sd/-
Sushmita Swarup Lunkad
C P No: 20418
ACS No.: 54915
UDIN: A054915B000524175



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 31st March, 2020 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: 29th July, 2020
Place: Jalgaon

For **SS Lunkad & Associates**
Company Secretaries

Sd/-
Sushmita Swarup Lunkad
C P No: 20418
ACS No.: 54915
UDIN: A054915B000524175

INDEPENDENT AUDITOR'S REPORT

To,
The Members of,
LOVABLE LINGERIE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Lovable Lingerie Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2020, and the Statement of Profit and Loss, (statement of changes in equity) and statement of cash flows for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Financial Statements give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and total comprehensive income (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

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

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

Responsibilities of Management for the Standalone Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

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

Emphasis of Matter

We draw attention to note 25 Exception items of the financial statements which states that during the period there is closure expense of ₹ 1,51,07,517 due to Certain non-core product lines, categories such as Leggings, Jeggings, wholesale channel products etc due to adverse market conditions and poor sales turnout, the company incurred losses on these products since years. Hence, the company was forced to permanently withdraw these non-core products ranges itself from the market permanently and treat the stock and related expenses as exceptional cost for windup and disposal.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 'A'** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Durgesh Kumar Kabra
Partner
Membership No. 044075

Place: Mumbai
Date: 30th June, 2020

ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

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

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

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

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

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

* Out of this ₹ 27,77,000/- has been paid under protest.

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

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

Durgesh Kumar Kabra
Partner
Membership No. 044075

Place: Mumbai
Date: 30th June, 2020

Annexure “B” to the Auditors’ Report

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

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

We have audited the internal financial controls over financial reporting of **Lovable Lingerie Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Durgesh Kumar Kabra
Partner
Membership No. 044075

Place: Mumbai
Date: 30th June, 2020

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Note No.	As at 31 March, 2020	As at 31 March, 2019
A ASSETS			
1 Non-Current Assets			
Property, Plant and Equipment	2	18,44,85,922	19,34,81,243
Capital work-in-progress		4,31,15,635	-
Intangible assets	2	4,54,24,388	5,37,36,802
Financial Assets			
Investments	3	58,23,85,169	59,78,38,946
Loans	4	3,87,40,560	3,49,21,506
Other Non-current assets	5	60,64,219	4,31,23,915
		90,02,15,892	92,31,02,412
2 Current Assets			
Inventories	6	54,40,55,748	54,40,70,617
Financial Assets		-	-
Investments		-	-
Trade receivables	7	37,81,60,794	44,28,57,832
Cash and cash equivalents	8	11,95,62,502	1,89,77,427
Loans	9	5,49,39,982	4,54,57,997
Other current assets	10	5,08,35,968	4,89,42,335
		1,14,75,54,994	1,10,03,06,208
TOTAL		2,04,77,70,886	2,02,34,08,620
B EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	11	14,80,00,000	14,80,00,000
Other Equity	12	1,52,62,31,453	1,50,66,62,352
		1,67,42,31,453	1,65,46,62,352
2 Non-Current Liabilities			
Financial Liabilities			
Borrowings	13	7,50,00,000	-
Deferred tax liabilities (net)		8,73,88,801	8,70,21,371
Provisions	14	2,05,58,760	1,60,50,114
		18,29,47,561	10,30,71,486
3 Current Liabilities			
Financial Liabilities			
Borrowings	15	1,03,80,653	-
Trade payables		13,80,11,038	23,61,50,976
Other current liabilities	16	3,34,12,420	2,28,51,737
Provisions	17	87,87,760	66,72,067
		19,05,91,873	26,56,74,781
TOTAL		2,04,77,70,886	2,02,34,08,619
See Significant Accounting Policies and Notes on Financial Statements 1 to 27			

As per our report of even date

For and on behalf of the Board of Directors

For DMKH & CO.

Chartered Accountants
FRN 116886 W

Mr. L Vinay Reddy

Managing Director
(DIN: 00202619)

Taruna Vinay Reddy

Director
(DIN: 02787135)

Durgesh Kumar Kabra

Partner
Membership No.: 044075
Mumbai, 30th June, 2020

Ms Divya Shrimali

Company Secretary
(M.No. ACS 45803)

Mr. R. Govindarajan

Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Note No.	For the period ended 31 March, 2020	For the year ended 31 March, 2019
		₹	₹
A CONTINUING OPERATIONS			
1 Revenue from operations	18	1,42,37,81,498	1,75,50,53,884
2 Other income	19	1,21,22,692	2,06,05,131
3 Total revenue (1+2)		1,43,59,04,190	1,77,56,59,015
4 Expenses			
(a) Cost of materials consumed	20A	39,36,97,912	62,12,17,103
(b) Purchases of stock-in-trade	20B	19,73,92,618	25,68,59,563
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	20C	(4,00,754)	(7,04,88,243)
(d) Employee benefits expense	21	26,86,52,153	24,91,26,315
(e) Finance costs	22	9,38,173	7,22,721
(f) Depreciation and amortisation expense	2	1,76,21,693	1,68,62,667
(g) Other expenses	23	50,26,50,178	62,75,07,906
Total expenses		1,38,05,51,972	1,70,18,08,032
Profit before Exceptional items		5,53,52,218	7,38,50,983
Exceptional Items	24	1,51,07,517	4,15,91,552
5 Profit before tax		4,02,44,702	3,22,59,431
6 Tax expense:			
(a) Current tax expense for current year		77,37,595	1,73,61,818
(b) Provision of Income Tax for earlier years		-	-
		77,37,595	1,73,61,818
(c) Deferred tax		11,00,251	67,43,093
		88,37,846	2,41,04,911
7 Profit from continuing operations		3,14,06,855	81,54,520
8 Profit for the year		3,14,06,855	81,54,520
OTHER COMPREHENSIVE INCOME			
i Items that will not be reclassified to Statement of Profit or Loss		(36,64,111)	(83,65,186)
ii Income Tax relating to Items that will not be reclassified to Statement of Profit or Loss		7,32,822	16,73,037
iii Items that will be reclassified to Statement of Profit or Loss			
iv Income Tax relating to Items that will be reclassified to Statement of Profit or Loss			
Other comprehensive Income for the year .. Net of tax		(29,31,289)	(66,92,149)
Total Comprehensive Income for the year Net of Tax		2,84,75,566	14,62,371
9.i Earnings per share (of ₹ 10/- each):			
(a) Basic			
(i) Continuing operations		2.12	0.55
(ii) Total operations		2.12	0.55
9.ii Earnings per share (excluding extraordinary items) (of ₹ 10/- each):			
(a) Basic			
(i) Continuing operations		3.14	3.36
(ii) Total operations		3.14	3.36
(b) Diluted			
(i) Continuing operations		3.14	3.36
(ii) Total operations		3.14	3.36
See accompanying notes forming part of the financial statements			

As per our report of even date

For DMKH & CO.

Chartered Accountants
FRN 116886 W

Durgesh Kumar Kabra

Partner
Membership No.: 044075
Mumbai, 30th June, 2020

For and on behalf of the Board of Directors

Mr. L Vinay Reddy

Managing Director
(DIN: 00202619)

Ms Divya Shrimali

Company Secretary
(M.No. ACS 45803)

Taruna Vinay Reddy

Director
(DIN: 02787135)

Mr. R. Govindarajan

Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2020

	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(A) EQUITY SHARE CAPITAL		
Opening Balance	14,80,00,000	14,80,00,000
Change During The Year	-	-
Closing Balance	14,80,00,000	14,80,00,000
(B) OTHER EQUITY		
Retained Earnings		
Opening Balance	90,44,02,908	90,29,40,536
Profit For The Year	3,14,06,855	81,54,520
Dividend on Equity Shares	-74,00,000	-
Tax on Dividend	-15,06,466	-
Other Comprehensive Income/(Loss) For The Year		
Fair Value Changes On Investments	-29,31,289	-66,92,149
Re-measurement Gains/ (Losses) on Defined Benefit Plans	-	-
Closing Balance	92,39,72,008	90,44,02,908
Securities Premium Reserve		
Opening Balance	51,71,19,445	1,00,16,83,036
Change During The Year		
Utilised for Buyback of 2000000 Equity shares @ ₹ 240/- Each	-	-48,00,00,000
Expenses incurred in connection with Buyback of shares	-	-45,63,592
Closing Balance	51,71,19,445	51,71,19,445
General Reserve		
Opening Balance	8,51,40,000	8,51,40,000
Change During The Year	-	-
Closing Balance	8,51,40,000	8,51,40,000
TOTAL OTHER EQUITY	1,67,42,31,453	1,65,46,62,352

For and on behalf of the Board of Directors

For DMKH & CO.

Chartered Accountants
FRN 116886 W

Durgesh Kumar Kabra

Partner
Membership No.: 044075
Mumbai, 30th June, 2020

Mr. L Vinay Reddy

Managing Director
(DIN: 00202619)

Ms Divya Shrimali

Company Secretary
(M.No. ACS 45803)

Taruna Vinay Reddy

Director
(DIN: 02787135)

Mr. R. Govindarajan

Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020

Particulars	For the period ended 31 March, 2020 ₹	For the year ended 31 March, 2019 ₹
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	4,02,44,702	3,22,59,431
Adjustments for:		
Depreciation and amortisation	1,76,21,693	1,68,62,667
Fairvalue changes in financial instruments	(36,64,111)	(83,65,186)
Finance costs	40,32,318	34,43,006
Interest income	(71,33,766)	(45,78,088)
Interest Subsidy	-	-
Dividend income	(48,333)	(47,339)
Net (gain) / loss on sale of investments	(79,60,347)	(1,29,63,653)
Net unrealised exchange (gain) / loss	-	-
	<u>28,47,454</u>	<u>(56,48,593)</u>
Operating Profit before working capital changes	4,30,92,156	2,66,10,838
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	14,868	(8,51,74,114)
Trade receivables	6,46,97,038	2,70,48,320
Short-term loans and advances	(94,81,985)	(2,22,23,343)
Long-term loans and advances	(38,19,054)	(1,36,93,947)
Other current assets	1,46,517	(18,09,344)
Other non-current assets	3,70,59,696	10,26,62,043
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(9,81,39,938)	10,48,07,180
Other current liabilities	1,05,60,683	(30,99,872)
Short-term provisions	21,15,693	(40,54,690)
Long-term provisions	45,08,646	1,29,31,735
	<u>76,62,164</u>	<u>11,73,93,968</u>
	<u>5,07,54,320</u>	<u>14,40,04,806</u>
Cash flow from extraordinary items	-	-
Cash generated from operations	5,07,54,320	14,40,04,806
Net income tax paid	(97,77,745)	(1,85,07,000)
Net cash flow from / (used in) operating activities (A)	<u>4,09,76,575</u>	<u>12,54,97,806</u>
B. Cash flow from investing activities		
Capital expenditure on fixed assets, including capital advances	(5,20,96,907)	(4,65,25,943)
Capital subsidy receivable		
Disposal of Fixed assets	86,67,315	4,36,75,927
Inter-corporate deposits (net)	-	(3,00,000)
Bank balances not considered as Cash and cash equivalents		
- Placed	-	-
Current investments not considered as Cash and cash equivalents		
- Purchase	2,34,14,124	(15,28,31,455)
- Proceeds from sale		
Interest received		

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
- Others	71,33,766	45,78,088
Interest Subsidy receivable	-	-
Dividend received		
- Others	48,333	47,339
Cash flow from extraordinary items	(1,28,33,369)	(15,13,56,045)
Net cash flow from / (used in) investing activities (B)	(1,28,33,369)	(15,13,56,045)
C. Cash flow from financing activities		
Buyback of equity shares	-	-
Proceeds from long-term borrowings	7,50,00,000	-
Net increase / (decrease) in working capital borrowings	1,03,80,653	-
Net realised exchange (Gain) Loss	-	-
Proceeds from other short-term borrowings	-	-
Finance cost	(40,32,318)	(34,43,006)
Dividends paid	(74,00,000)	-
Tax on dividend	(15,06,466)	-
Cash flow from extraordinary items	7,24,41,870	(34,43,006)
Net cash flow from / (used in) financing activities (C)	7,24,41,870	(34,43,006)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	10,05,85,075	(2,93,01,244)
Cash and cash equivalents at the beginning of the year	1,89,77,427	4,82,78,670
Cash and cash equivalents at the end of the year	11,95,62,502	1,89,77,426
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet (Refer Note 19)	11,95,62,502	1,89,77,427
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	11,95,62,502	1,89,77,427
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments)	-	-
Cash and cash equivalents at the end of the year *	11,95,62,502	1,89,77,427
* Comprises:		
(a) Cash on hand	35,85,839	29,79,190
(c) Balances with banks		
(i) In current accounts	11,55,54,500	1,55,76,074
(iv) Unpaid Dividend Account	4,22,163	4,22,163
	11,95,62,502	1,89,77,427
See accompanying notes forming part of the financial statements		

As per our report of even date

For and on behalf of the Board of Directors

For DMKH & CO.

Chartered Accountants
FRN 116886 W

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

Taruna Vinay Reddy
Director
(DIN: 02787135)

Durgesh Kumar Kabra

Partner
Membership No.: 044075
Mumbai, 30th June, 2020

Ms Divya Shrimali
Company Secretary
(M.No. ACS 45803)

Mr. R. Govindarajan
Chief Financial Officer

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

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:

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

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

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

Intangible Assets

These are amortised as under:

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

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

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

Borrowing Costs

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

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

Impairment of Assets

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

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

Financial Assets:

Financial Assets at fair value through Other Comprehensive Income:

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

Financial Assets at fair value through Profit and Loss:

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

Financial Liabilities:

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

De-recognition of financial instruments

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

Fair value of financial instruments

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

Valuation of Inventories

Raw materials, stores & spares and packaging materials:

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

Finished Goods:

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

Work-in-progress:

Lower of cost and net realisable value.

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

Revenue Recognition

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

Sale of Goods

Revenue from Sale of Goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of Goods. The company collects 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 Accounting Standard (AS 33) - Earnings per Share.

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

Exemption from Retrospective Application of Ind AS

Fair Value as Deemed Cost

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

Note: 2 : Property, Plant and Equipment

	Land Freehold	Factory Building	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Total
Gross Block								
At 1 April 2019	3,20,71,166	3,97,56,669	14,10,59,332	1,83,42,427	67,60,834	19,62,577	72,41,673	24,71,94,679
Additions	-	-	87,97,983	-	-	-	1,62,950	89,60,933
Deletions	-	-	52,10,439	1,31,96,302	11,48,371	17,74,102	-	2,13,29,214
At 31 March 2020	3,20,71,166	3,97,56,669	14,46,46,876	51,46,125	56,12,463	1,88,475	74,04,623	23,48,26,398
Depreciation								
At 1 April 2019	-	66,60,672	2,27,72,545	1,23,29,221	45,62,409	17,17,303	56,71,287	5,37,13,436
Charge for the year	-	12,55,539	53,20,062	16,87,126	4,25,686	1,37,824	4,62,701	92,88,939
On Disposals	-	-	5,54,394	95,93,713	8,37,716	16,76,076	-	1,26,61,899
At 31 March 2020	-	79,16,211	2,75,38,214	44,22,633	41,50,379	1,79,051	61,33,988	5,03,40,476
Net Block								
At 1 April 2019	3,20,71,166	3,30,95,997	11,82,86,787	60,13,207	21,98,426	2,45,274	15,70,386	19,34,81,243
At 31 March 2020	3,20,71,166	3,18,40,458	11,71,08,663	7,23,492	14,62,085	9,424	12,70,635	18,44,85,922

Intangible Assets

	Brands	Technical Know-How	Computer Software	Total
Gross Block				
At 1 April 2019	11,69,89,877	4,50,00,000	6,69,112	16,26,58,989
Additions	-	-	20,339	20,339
Deletions	-	-	-	-
At 31 March 2020	11,69,89,877	4,50,00,000	6,89,451	16,26,79,328
Depreciation				
At 1 April 2019	8,15,79,031	2,71,53,908	1,89,248	10,89,22,187
Charge for the year	35,58,634	46,81,949	92,170	83,32,754
On Disposals	-	-	-	-
At 31 March 2020	8,51,37,665	3,18,35,858	2,81,418	11,72,54,940
Net Block				
At 1 April 2019	3,54,10,846	1,78,46,092	4,79,864	5,37,36,802
At 31 March 2020	3,18,52,212	1,31,64,142	4,08,033	4,54,24,388

Note: 3 : Investments

Particulars	As at 31 March, 2020			As at 31 March, 2019		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	₹	₹	₹	₹	₹	₹
Other investments						
(a) Investment in Government or Trust Securities						
(i) government securities / National Savings Certificate						
(Deposited with Sales Tax Authorities)		43,500	43,500	-	43,500	43,500
(b) Investment in Juvencia Online Pvt Ltd						
(convertible share warrents)	-	10,00,01,000	10,00,01,000	-	10,00,01,000	10,00,01,000
(c) Investment in Equity Shares						
200 Equity Shares of Corporation Bank Limited of ₹ 10/- each at ₹ 80/- per share fully paid up.	16,000	-	16,000	16,000	-	16,000
(d) Investment in Mutual Funds						
ABSL Credit Risk Fund - Growth-Regular	6,00,17,948	-	6,00,17,948	6,21,99,315	-	6,21,99,315
FDR with Jana Small Finance Bank	6,00,00,000	-	6,00,00,000	6,00,00,000	-	6,00,00,000
ICICI Pru. Credit Risk Fund - Growth - Regular	-	-	-	3,14,99,635	-	3,14,99,635
Kotak Credit Risk Fund - Growth - Regular	10,16,51,855	-	10,16,51,855	12,38,10,386	-	12,38,10,386
Kotak Money Market Scheme - Gr - Regular	-	-	-	13,15,802	-	13,15,802
L & T Credit Risk Fund - Regular Plan - Growth	2,86,22,762	-	2,86,22,762	-	-	-
Principal Short Term Income Fund-Regular Plan	7,19,66,835	-	7,19,66,835	11,73,66,517	-	11,73,66,517
8.35% Indiabulls Housing Finance Ltd - 08.09.2027	1,40,00,000	-	1,40,00,000	1,43,15,840	-	1,43,15,840
9.40% Dewan Housing Finance Corp. Ltd - 2026	-	-	-	1,51,76,250	-	1,51,76,250
8.75% Muthoot Finance NCD 19 June 2021	11,31,000	-	11,31,000	9,81,700	-	9,81,700
J M Financial Capital Limited	7,93,03,000	-	7,93,03,000	7,11,13,000	-	7,11,13,000
Edelweiss Assets Reconstruction Co. Ltd.Series E0K801A BR NCD	5,61,29,000	-	5,61,29,000	-	-	-
Wipro	95,02,268	-	95,02,268	-	-	-
	-	-	-	-	-	-
Aggregate value of investments	48,23,40,669	10,00,44,500	58,23,85,169	49,77,94,446	10,00,44,500	59,78,38,946
Aggregate market value of listed and quoted investments		-	-	-	-	-

Note: 4 : Long Term Loans and Advances

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Capital Advances		
Secured, considered good	-	-
Unsecured, considered good	52,96,928	63,06,116
Doubtful	-	-
	52,96,928	63,06,116
Less: Provision for doubtful advances	-	-
	52,96,928	63,06,116
(b) Security Deposits		
Secured, considered good	-	-
Unsecured, considered good	3,34,43,632	2,86,15,390
Doubtful	-	-
	3,34,43,632	2,86,15,390
Less: Provision for doubtful deposits	-	-
	3,34,43,632	2,86,15,390
Total	3,87,40,560	3,49,21,506

Note : 5 : Other Non-Current Assets

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Others		
(i) Deposit with customs	27,77,000	27,77,000
(ii) Others	32,82,214	4,01,26,570
(b) Employee Gratuity Trust	5,005	5,005
c) Un-amortised expenses	-	2,15,340
	60,64,219	4,31,23,915

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

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Raw Materials	13,09,16,832	13,13,32,456
(b) Work-In-Progress	6,62,12,033	6,05,45,055
(c) Finished Goods (other than those acquired for trading)	34,69,26,883	35,21,93,106
Total	54,40,55,748	54,40,70,617

Note: 7 :Trade Receivables

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	5,22,08,839	2,44,77,256
Unsecured, considered good	-	-
Doubtful	-	-
	5,22,08,839	2,44,77,256
Less: Provision for doubtful trade receivables	-	-
	5,22,08,839	2,44,77,256
Other Trade Receivables		
Secured, considered good	-	-
Unsecured, considered good	32,59,51,955	41,83,80,576
Doubtful	-	-
	32,59,51,955	41,83,80,576
Less: Provision for doubtful trade receivables	-	-
	32,59,51,955	41,83,80,576
Total	37,81,60,794	44,28,57,832

Note: 8 : Cash and Cash Equivalents

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Cash on Hand	35,85,839	29,79,190
(b) Balances with Banks		
(i) In current accounts	11,45,58,290	1,55,76,074
(ii) In deposit accounts -Margin Money	9,96,210	-
	11,55,54,500	1,55,76,074
(c) In Earmarked Accounts		
- Unpaid dividend (per contra)	4,22,163	4,22,163
Total	11,95,62,502	1,89,77,427
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	11,95,62,502	1,89,77,427

Note : 9 : Short-Term Loans and Advances

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Loans and advances to employees		
Secured, considered good	-	-
Unsecured, considered good	40,55,733	29,49,534
Doubtful	-	-
	40,55,733	29,49,534
Less: Provision for doubtful loans and advances	-	-
	40,55,733	29,49,534
(b) Balances with Government Authorities		
Unsecured, considered good		
(i) GST-ITC receivable	3,24,57,950	2,27,39,295
	3,24,57,950	2,27,39,295
(c) Inter-Corporate Deposits		
Secured, considered good	-	-
Unsecured, considered good	1,22,00,000	1,22,00,000
Doubtful	-	-
	1,22,00,000	1,22,00,000
Less: Provision for doubtful inter-corporate deposits	-	-
	1,22,00,000	1,22,00,000
(d) Others - Advances to suppliers		
Secured, considered good	-	-
Unsecured, considered good	62,26,299	75,69,168
Doubtful	-	-
	62,26,299	75,69,168
Less: Provision for other doubtful loans and advances	-	-
	62,26,299	75,69,168
Total	5,49,39,982	4,54,57,997

Note : 10 : Other Current Assets

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Accruals		
(i) Interest accrued on Deposits	19,15,365	20,61,881
(ii) Subsidy Receivable under TUF scheme	3,93,635	3,93,635
(iii) Prepaid Expenses	-	-
(iv) Income tax refund receivable	4,85,26,968	4,64,86,818
Total	5,08,35,968	4,89,42,335

NOTE11: FORMING PART OF THE FINANCIAL STATEMENTS
Share Capital

	As at 31 March, 2020		As at 31 March, 2019	
	Number	₹	Number	₹
Authorised	1,80,00,000	18,00,00,000	1,80,00,000	18,00,00,000
Equity Shares of ₹ 10/- each				
Issued *				
Equity Shares of ₹ 10 /- each	1,48,00,000	14,80,00,000	1,48,00,000	14,80,00,000
Subscribed and Paid up *				
Equity Shares of ₹ 10 /- each	1,48,00,000	14,80,00,000	1,48,00,000	14,80,00,000

**(i) Reconciliation of Number of shares
Equity Share of ₹ 10/- each**

Particulars	As at 31 March, 2020	As at 31 March, 2019
	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	-	-
Closing Balance	1,48,00,000	1,48,00,000

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

Name of Shareholders	As at 31 March, 2020		As at 31 March, 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Vinay Reddy	41,36,131	27.95	41,20,205	27.84
Shobha Reddy	29,82,943	20.15	29,82,943	20.15
Prashant Jaipal Reddy	17,15,252	11.59	17,15,252	11.59

NOTE12: FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31 March, 2020	As at 31 March, 2019
OTHER EQUITY		
Retained Earnings		
Opening Balance	90,44,02,908	90,29,40,536
Profit For The Year	3,14,06,855	81,54,520
	-	-
Dividend on Equity Shares	-74,00,000	-
Tax on Dividend	-15,06,466	-
Other Comprehensive Income/(Loss) For The Year	-	-
Fair Value Changes On Investments	-29,31,289	-66,92,149
Re-measurement Gains/ (Losses) on Defined Benefit Plans	-	-
Closing Balance	92,39,72,008	90,44,02,908
Securities Premium Reserve		
Opening Balance	51,71,19,445	1,00,16,83,036
Change During The Year	-	-
Utilised for Buyback of 2000000 Equity shares @ ₹ 240/- Each	-	-48,00,00,000
Expenses incurred in connection with Buyback of shares	-	-45,63,592
Closing Balance	51,71,19,445	51,71,19,445
General Reserve		
Opening Balance	8,51,40,000	8,51,40,000
Change During The Year	-	-
Closing Balance	8,51,40,000	8,51,40,000
TOTAL OTHER EQUITY	1,52,62,31,453	1,50,66,62,352

Note: 13 : Long Term Borrowings

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Term loans		
From banks		
Secured	7,50,00,000	0
Unsecured	-	-
	7,50,00,000	0
Total	7,50,00,000	0

Details of terms of repayment and security provided in respect of the secured long-term borrowings

Particulars	Terms of Repayment and Security	As at 31 March, 2020	As at 31 March, 2019
		Secured	Secured
Term Loan from: HDFC Bank Ltd, Mumbai	1) Repayable in 48 months including Moratorium of 6 months 2) Primary Security: Debt Mutual Funds	7,50,00,000	-
		7,50,00,000	-

Note: 14 : Long Term Provisions

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Provision for employee benefits:		
(i) Provision for compensated absences	14,24,500	14,24,500
(ii) Provision for gratuity (net) (Refer Note 25.07)	1,91,34,260	1,46,25,614
	2,05,58,760	1,60,50,114
Total	2,05,58,760	1,60,50,114

Note: 15 :Short Term Borrowings

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Loan repayable on demand		
From Banks		
Secured	1,03,80,653	-
	1,03,80,653	-
Total	1,03,80,653	-
(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	As at 31 March, 2020	As at 31 March, 2019
		Secured	Secured
Bank: HDFC Bank Ltd, Mumbai	1) Sanction for the period of 12 months - renewable every year - repayable on demand 2) Primary Security: Debt Mutual Funds	1,03,80,653	-
		1,03,80,653	-

Note: 16 : Other Current Liabilities

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Interest accrued and due on borrowings	14,17,979	-
(b) Unpaid dividends [Per Contra]	4,22,163	4,22,163
(c) Statutory Liabilities	31,21,087	60,43,075
(d) Payables on purchase of fixed assets	1,40,00,237	6,61,694
(e) Advances from customers	11,15,038	16,64,858
(f) Salaries Payable	1,06,21,877	91,88,729
(g) Others - Expenses payable	27,14,039	48,71,218
Total	3,34,12,420	2,28,51,737

Note : 17 : Short Term Provisions

Particulars	As at 31 March, 2020	As at 31 March, 2019
	₹	₹
(a) Provision for employee benefits		
(i) Provision for bonus	87,87,760	66,72,067
	87,87,760	66,72,067
(b) Provision - Others:		
(iii) Provision for proposed equity dividend	-	-
(iv) Provision for tax on proposed dividends	-	-
Total	87,87,760	66,72,067

Note : 18 : Revenue from Operations

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
(a) Sale of products:		
Brassier /Panties/Lingerie Accessories/Garments	1,42,37,81,498	1,75,50,53,884
(b) Other Operating Income	-	-
Total	1,42,37,81,498	1,75,50,53,884

Note : 19 : Other Income

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
(a) Interest income (Net)#	40,39,622	18,57,804
(b) Dividend income:		
From Non-Current Investments	48,333	47,339
(c) Net gain on sale of:		
Non-Current Investments	79,60,347	1,29,63,653
(d) Net gain on foreign currency transactions and translation (other than considered as finance cost)	-	-
(e) Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	74,391	57,36,336
Total	1,21,22,692	2,06,05,131
(l) Other non-operating income comprises:		
Profit on sale of fixed assets	-	56,57,465
Duty Drawback received	-	-
Miscellaneous income	74,391	78,871
Total - Other non-operating income	74,391	57,36,336

Interest income for the current year has been shown as net off with interest expenses ₹ 30,94,144/- towards operational activities

Note : 20a : Cost of Materials Consumed

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
Opening stock	13,13,32,455	8,68,54,450
Add: Purchases	39,32,82,288	66,56,95,108
Less: Closing stock	13,09,16,831	13,13,32,455
Cost of materials consumed	39,36,97,912	62,12,17,103

Note : 20b : Purchase of Traded Goods

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
Brassier /Panties/Lingerie Accessories	19,73,92,618	25,68,59,563
Total	19,73,92,618	25,68,59,563

Note : 20c : Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
Inventories at the end of the year:		
Finished goods	34,69,26,883	35,21,93,106
Work-in-progress	6,62,12,033	6,05,45,055
Stock-in-trade	-	-
	41,31,38,916	41,27,38,161
Inventories at the beginning of the year:		
Finished goods	35,21,93,107	32,14,73,843
Work-in-progress	6,05,45,055	4,93,58,657
Stock-in-trade	-	12,09,552
	41,27,38,162	37,20,42,052
	4,00,754	4,06,96,109
Exceptional Items (shown separate Note: 24)	-	(2,97,92,134)
Net (increase) / decrease	4,00,754	7,04,88,243

Note:: 21: Employee Benefits Expense

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
Salaries and wages	24,12,04,966	22,27,74,420
Contributions to provident and other funds	2,30,48,138	1,98,29,471
Staff welfare expenses	43,99,049	65,22,424
Total	26,86,52,153	24,91,26,315

Note: 22 : Finance Costs

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
(a) Interest expenses (Net)	-	-
(b) Bank Charges	9,38,173	7,22,721
Total	9,38,173	7,22,721

Note: 23 : Other expenses

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
Consumption of stores and spare parts		
Consumption of loose tools *		
Subcontracting	3,69,50,527	5,08,87,430
Power and fuel	57,44,607	60,81,011
Rent including lease rentals	1,53,56,926	1,38,24,512
Repairs and maintenance - Machinery	15,44,283	20,87,756
Repairs and maintenance - Others	95,51,809	43,91,834
Insurance	9,85,685	16,25,922
Security Service Charges	38,03,494	42,46,611
Communication	27,15,785	29,84,706
Travelling and conveyance	3,10,19,164	3,12,34,868
Printing and stationery	24,41,230	21,05,469
Freight and forwarding	3,07,04,474	2,96,14,756
Sales commission	29,56,039	33,07,759
Sales Promotion Schemes	27,37,71,544	31,98,84,318
Advertisement Expenses	3,30,12,988	7,03,16,972
Business promotion / BTL	2,94,68,553	5,65,14,988
Legal and professional	62,34,725	68,96,503
Payments to auditors	8,00,000	9,25,750
Loss on fixed assets sold / scrapped / written off	36,72,207	-
Charities & Donations (CSR)	14,95,855	92,47,540
Miscellaneous expenses	1,04,20,284	1,13,29,202
Total	50,26,50,178	62,75,07,906

Note: 24 Exceptional Items

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
Closure of business division	1,51,07,517	-
Short receipt of Insurance	-	1,17,99,418
Finished goods written off	-	2,97,92,134
	1,51,07,517	4,15,91,552

Particulars	For the period ended 31 March, 2020	For the year ended 31 March, 2019
	₹	₹
Note: 25.1 Raw Materials Consumed		
Indigenous	39,08,59,635	61,74,03,596
Imported	28,38,277	38,13,507
	39,36,97,912	62,12,17,103
Note 25.2. Contingent Liabilities		
Demand Notice from Customs Authorities *	47,19,798	47,19,798
*Out of this ₹ 27,70,000 deposited under protest		
Income tax Demand A.Y. 2010-11	9,54,730	9,54,730
[Appeal Pending before CIT (A), Mumbai]		
* out of this ₹ 38,441 deposited under protest		
Income tax Demand A.Y. 2011-12	30,70,130	30,70,130
[Appeal Pending before CIT (A), Mumbai]		
* out of this ₹ 10,00,000 deposited under protest		
Income tax Demand A.Y. 2012-13	25,05,750	25,05,750
[Appeal Pending before CIT(A), Mumbai]		
* Out of this ₹ 3,75,880 paid under protest		
Note 25.3. F.O.B.Value of exports	-	-
Note 25.4. Expenditure in Foreign Currency		
Travelling Expenses	2,46,224	-
Purchase of Machinery	2,98,698	27,97,063
Note 25.5 C.I.F. .Value of Imports		
Raw Materials	28,38,277	38,13,507
Finished Goods	-	-

Note: 25.6: Deferred Tax Reconciliation:

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

Particulars	As at 31 March, 2020	As at 31 March, 2019
Opening Balance	8,70,21,370	8,19,51,314
Charge /(credit) to statement of Profit and Loss	11,00,253	67,43,093
Income Tax relating to Items of Other comprehensive Income	(7,32,822)	(16,73,037)
Closing Balance	8,73,88,801	8,70,21,370

Deferred tax liabilities/(assets) in relation to:	As at 31 March, 2020	As at 31 March, 2019
Property, plant and equipment	16,94,977	64,66,700
Provision for Bonus	(5,27,098)	2,33,183
Provision for gratuity	-	43,210
Expense Disallowed	(67,625)	-
Total deferred tax liabilities	11,00,253	67,43,093
Provision for Bonus	-	-
Provision for gratuity	-	-
Provision for compensated absences	-	-
Total deferred tax assets	-	-
Net deferred tax (asset) liability	11,00,253	67,43,093

Note : 25.7. Employee Benefits

(Figures in ₹)

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Gratuity	
Current service cost	54,11,711	47,40,316
Interest cost	11,78,309	13,78,649
Expected return on plan assets	(3,62,031)	(12,68,790)
Net Actuarial (gain)/ loss to be recognized	36,64,111	83,65,186
Total expense recognized in the statement of Profit & Loss Account	98,92,100	1,32,15,361
Actual Contribution & Benefit Payments		
Actual Benefit Payments	-	-
Actual Contribution	-	-
Net Asset / (Liability) recognized in Balance Sheet		
Liability at the end of the year	2,38,54,722	2,05,46,066
Fair value of plan assets at the end of the year	47,20,459	59,20,450
(Net Asset)/ Liability recognized in the Balance Sheet	1,91,34,263	1,46,25,616

(Figures in ₹)

Particulars	As at 31 March, 2020	As at 31 March, 2019
	Gratuity	
Change in Defined Benefit Obligations (DBO)		
Present Value of Defined Benefit Obligation at beginning of Year	2,05,46,066	1,76,97,676
Interest Cost	11,78,309	13,78,649
Current Service Cost	54,11,711	47,40,316
Benefits Paid	(66,38,646)	-
Actuarial (Gain)/ Losses on Obligation	33,57,282	(32,70,575)
Present Value of Defined Benefit Obligation at the End of Year	2,38,54,722	2,05,46,066
Change in Fair Value of Plan Assets during the year		
Planned assets at Beginning of the year	59,20,450	1,62,87,421
Expected return on planned assets	3,62,031	12,68,790
Contributions	53,83,453	-
Benefit paid	(66,38,646)	-
Actuarial gain /(loss) on plan assets	(3,06,829)	(1,16,35,761)
Fair value of plan assets at the end of the year	47,20,459	59,20,450
Defined Benefit Plan – Acturial Assumptions		
Remeasurement gains / (losses) in OCI		
Actuarial (Gain) / Losses due to Demographic Assumption changes in DBO	-	1,08,922
Actuarial (Gain) / Losses due to Financial Assumption changes in DBO	23,91,142	-1,43,573
Actuarial (Gain)/ Losses due to Experience on DBO	9,66,140	(32,35,925)
Return on Plan Assets (Greater) / Less than Discount rate	3,06,829	1,16,35,761
Total Expenses routed thru OCI	36,64,111	83,65,185
Discount rate	6.84%	7.79%
Salary Escalation Rate	6.84%	0.01%
Rate of return on plan assets	7.79%	7.79%

Note: 25.8. Earnings Per Share	As at 31 March, 2020	As at 31 March, 2019
1. Basic and Diluted Earnings Per Share before Exceptional items (Face Value - ₹ 10/- per share)	3.14	3.36
2. Basic and Diluted Earnings Per Share after Exceptional items (Face Value - ₹ 10/- per share)	2.12	0.55
3. Profit After Tax and Prior Period items but before Exceptional Items as per Profit & Loss A/c (₹ In Lakhs)	314	82
4. Profit After Tax, Prior Period items and Exceptional Items as per Profit & Loss A/c (₹ In Lakhs)	465	497
5. Weighted Average number of equity shares outstanding	1,48,00,000	1,48,00,000

Note: 25.9. Information on related party as required by Accounting Standard (AS-18) on Related Party Disclosures for the year ended 31st Mar, 2020

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

List of Related Parties :-

A) Key Management Personnel :

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

B) Other Related Parties Entities where Key Management Personnel exercises significant influence/ Group Companies :

Federal Brands Ltd.
Juvenca Online Private Ltd.
Tecknit Industries

Note: 25.10. Information on related party as required by Accounting Standard

(AS-18) on Related Party Disclosures for the year ended 31st March, 2020

	Y.E. 31.3.2020	Y.E. 31.3.2019
1. Remuneration Paid	-	26,47,500
Mr. L Vinay Reddy	-	18,97,500
Mr. L Jaipal Reddy	-	7,50,000
2. Sitting Fees - Directors	1,95,000	2,35,500
3. Dividend Paid - Promoters	47,24,642	-
4. Sale of goods to Federal Brands Ltd	-	30,43,69,933
Outstanding balance	-	-
5. Purchase of goods from Federal Brands Ltd	-	30,43,69,933
Outstanding balance	-	-
6. Sale of goods to Juvenca Online Pvt. Ltd	-	81,41,299
Outstanding balance	15,60,515	81,41,299
7. Sale of Land to Vinay Reddy (HUF)	-	4,63,00,000

Note: 25.11: Financial risk management objectives and policies

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

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

a) Credit Risk

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

i) Trade receivables

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

ii) Financial instrument and cash deposit

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

b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected short term operational expenses. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans/internal accruals.

c) Market risk

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

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

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

Note: 25.12: Segment information

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

Note: 25.13: Financial assets measured at fair value:

Financial Assets	As at 31st March, 2020	As at 31st March, 2019
Investments	58,23,85,169	59,78,38,946

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

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

Note: 25.14: Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business. The Capital Management focuses to maintain an optimal structure that balances growth and maximizes shareholder value.

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

Note: 25.15: Amount payable to Micro Small Medium Enterprises

Trade payables as at 31st March, 2020 include ₹ 21,29,143 (Previous year ₹ NIL/-), amount due to Micro Small Medium Enterprises. However, those enterprises are ascertained in cases where they are registered in that category.

Note: 25.16: Corporate Social Responsibility

As per Companies Act, 2013, all companies having networth of ₹ 500 crores or more, turnover of ₹ 1000 crores or more or net profit of ₹ 5 Crores or more during any financial year are required to spend at least 2% of average net profit of the Company's three immediately preceding financial years. Accordingly, the Company was required to spend ₹ 10.72 lakhs towards CSR activities in financial year 2019-20. Expenditure related to Corporate Social Responsibility incurred as per Section 135 of Companies Act, 2013 read with Schedule VII thereof: ₹ 14.96 lakhs.

Note: 25.17: Exceptional Items

The exceptional Item of ₹ 1,51,07,517/-. Following the Accounting Standard-5, the classification of exceptional expenses was done for "disclosing the financial performance" to the "users of financial statements" and for them to make financial projections accurately for the "Ordinary Activities" of the company.

Certain non-core product lines, categories such as Leggings, Jeggings, wholesale channel products etc due to adverse market conditions and poor sales turnout, the company incurred losses on these products since years. After the imposition of demonetisation, the little sale that happened has also gone down due to the closure of trade channels. Hence, the company was forced to permanently withdraw these non-core products ranges itself from the market permanently and treat the stock and related expenses as exceptional cost for windup and disposal.

These Extraordinary expenses have arisen from the closure of these products' business, no further sale of them and their withdrawal from regular sales channels for future disposal in bulk at cheap prices. This closure being distinct from ordinary activities of the company and not expected to recur again, hence these expenses are disclosed separately under exceptional items.

Note: 26: Previous year figures:

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

INVESTOR SAFEGUARDS

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

Demat / Exchange

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

Registration of Nomination and NECS Mandate

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

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

Unclaimed Dividend

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

E-Communication

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

Consolidation of Multiple Folios

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

PAN Requirement for Transfer of Shares in Physical Form

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

General Safeguards

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



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SPORTS BRAS . ACTIVE TOPS . SPORTS BOTTOMS



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