

Lovable Lingerie Limited

Corporate Identification No.(CIN): L17110MH1987PLC044835
Regd. 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 29th Annual General Meeting of the Members of Lovable Lingerie Limited (CIN: L17110MH1987PLC044835) will be held on Saturday, 24th September, 2016 at 11.00 a.m. at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400 069, 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, 2016 and the reports of the Board of Directors and Auditors thereon.
2. To confirm the Interim Dividend paid of Rs. 1.50 per Equity Share (15%) as final dividend for the financial year ended 31st March, 2016.
3. To appoint a Director in place of Ms. Taruna Reddy (DIN: 02787135), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the resolution passed by the Members at the 27th Annual General Meeting held on September 25, 2014 in respect of appointment of the auditors M/s. Vinodkumar Jain & Co., Chartered Accountants (Firm Registration No.111513W) till the conclusion of the AGM to be held in year 2017, the Company hereby ratifies and confirms the appointment of M/s. Vinodkumar Jain & Co., Chartered Accountants (Firm Registration No.111513W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the company to be held in the year 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. **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; the Company hereby approves the 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, 2017 to 31st January, 2019 (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.”

6. Re-appointment of Mr. L Jaipal Reddy (DIN: 01539678) as Whole Time Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197 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; the Company hereby approves the re-appointment and terms of remuneration of Shri L Jaipal Reddy (DIN: 01539678) as the Whole-Time Director of the Company, for a period of 2 (two) years with effect from 1st February, 2017 to 31st January, 2019 (both days inclusive), upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, 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 as it may deem fit and as may be acceptable to Shri L Jaipal 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.”

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

Sd/-
L Vinay Reddy
Managing Director
DIN: 00202619

Mumbai, 12th August 2016

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

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Director is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A Proxy Form is annexed to this Report. Proxies, in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. Proxies

submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

4. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty (50) members holding in aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. Proxy-holders are requested to carry an Identity Proof at the time of attending the meeting.
5. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM. The Members please note that the copies of the Annual Report will not be distributed at the Annual General Meeting.
7. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participant(s).
8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants (DPs) of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Changes intimated to the DPs will then be automatically reflected in the Company's records which will help the company and the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited (LIPL) to provide efficient and better services.
9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Link Intime India Private Limited immediately.
10. In case of joint holders attending the meeting, 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.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email addresses are registered with the Company or the Depository Participant(s), unless any Member has requested for a physical copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). The members will be entitled to a physical copy of the annual report for the financial year 2015-16, free of cost, upon sending a request to the Company Secretary at A-46, Road No.2, MIDC, Andheri (E), Mumbai- 400 093; email: corporate@lovableindia.in.
12. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with LIPL / Depository Participant(s).
13. Members may also note that the Notice of the Twenty Ninth AGM and the Annual Report 2015-16 will be available on the website of the Company www.lovableindia.in and website of CDSL www.cdslindia.com. Members who require communication in physical form in addition to e-communication, may write to us at: corporate@lovableindia.in.

14. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
15. Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, so as to enable the management to keep the information ready.

16. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

As on March 31, 2016, the Company has unclaimed dividend for the financial year ended 31st March 2011 and subsequent financial year(s). Shareholders who have not yet encashed their dividend warrant(s) pertaining to the Dividends for the financial year 2010-11 onwards for the Company, are requested to make their claims without any delay to the Registrar and Transfer Agents of the Company.

Pursuant to Sections 124(5) of the Companies Act, 2013 and Sections 205A(5) of the Companies Act, 1956, all unclaimed/unpaid dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Members are requested to contact M/s. Link Intime India Private Limited / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Centre' page on the website of the Company www.lovableindia.in.

17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours on all working days, except Saturdays, upto the date of the Meeting.
19. In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 alongwith amendments thereto and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to Members to exercise their right to vote on all the resolutions proposed to be passed at the 29th Annual General Meeting (AGM) by electronic means. The facility for voting through electronic voting system shall not be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote by ballot at the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 17th September, 2016, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.

Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

Procedure for Remote E-voting:

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM.

The instructions for shareholders voting electronically are as under:

- i) The remote e-voting period commences on Wednesday September 21, 2016 (9.00 a.m. IST) and ends on Friday September 23, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 17th September, 2016 are entitled to vote electronically on the Resolutions set forth in this Notice. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or caste vote again.
- ii) Open your web browser and log on to the e-voting website www.evotingindia.com.
- iii) Click on "Shareholders" to cast your vote(s).
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to enter the sequence number provided on the address label.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) First time user holding shares in Demat form will now reach 'Password Creation' menu herein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system, Members holding shares in physical form will then directly reach the Company selection screen.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Select the Electronic Voting Sequence Number (EVSN) for **LOVABLE LINGERIE LIMITED** from the drop down menu and click on "SUBMIT".
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) M-Voting:

Shareholders can also cast their voting using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. As informed by CDSL, the app will be available for Apple and Windows phone users on the App store and Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- xix) Non-Individual Shareholders (i.e. Other than individuals, HUF and NRI etc.) and Custodian are required to log on <https://www.evotingindia.com> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

They should also upload a scanned copy of the Board Resolution/ Power of Attorney (POA) which they have issued in favour of the Custodian, if any in PDF format in the system for the scrutinizer to verify the vote.

- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact Mr. Mehboob Lakhani, Assistant Manager or Mr. Wenceslaus Furtado, Deputy Manager, Central Depository Services(India) Limited (CDSL), 17th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001; Tel: 022-22723333 Fax: 022-22723199; Helpdesk: 18002005533.

- xxi) In case of members who are attending the Annual General Meeting and are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion for all businesses specified in the accompanying Notice.

Ballot papers will be distributed at the meeting to enable such shareholders to cast their vote. For clarity, please note that the members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off/ record date i.e. September 17, 2016. The poll process shall be conducted and scrutinised and a report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

- xxii) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.cdsl.com.

- xxiii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xxiv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xxv) The Company has appointed M/s. D.M, Zaveri & Co., Practising Company Secretaries, to act as the Scrutinizer to scrutinize the entire e-voting process (including the ballot cast by the Members at the AGM) in a fair and transparent manner.
- xxvi) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxvii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forth with to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- xxviii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lovableindia.in and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the shares of the Company are listed.
- xxix) Members have the option to request for physical copy of the Assent/Dissent Form by sending an email to corporate@lovableindia.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent/Dissent Form should reach the Registered Office of the Company not later than Friday September 23, 2016 (5:00 PM IST)
- xxx) The Resolution shall be deemed to be passed on 24th September, 2016 subject to receipt of sufficient votes.

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

Sd/-
L Vinay Reddy
Managing Director
DIN: 00202619

Mumbai, 12th August 2016

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

INFORMATION PURSUANT TO THE LISTING REGULATIONS AND SECRETARIAL STANDARDS IN RESPECT OF APPOINTMENT/ RE-APPOINTMENT OF DIRECTORS

Particulars	Taruna Reddy	L Vinay Reddy	L Jaipal Reddy
DIN	02787135	00202619	01539678
Date of Birth	January 27, 1973	May 29, 1968	October 09, 1939
Date of Appointment	March 30, 2015	December 24, 1999	January 06, 2009
Qualifications	Diploma in Mass Communication	Bachelor of Commerce	Diploma in Electrical Engineering
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 to 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.	Mr. L. Jaipal Reddy, aged 76, is the Whole Time Director of our Company since February 1, 2010. He has a diploma in electrical engineering from Osmania University, Hyderabad. He was the co-founder of Maxwell Industries Limited and was the Managing Director for 14 years. He is a pioneer of the branded innerwear industry in India and he has conceptualized and established leading brands such as VIP, Frenchie etc. He is a visionary and guides our Company and its management at all the stages of its development and strategic decisions. He is having a vast knowledge and varied experience in the industry and is fairly conversant with all the aspects of the management and the affairs of the Company.
Directorships in other Companies	Lovable Lifestyles Pvt. Ltd. Aarthik No-middleman Online Welfare Foundation Juvenca Online Pvt. Ltd. Federal Brands Limited	Federal Brands Limited Vinay Hosiery Pvt. Ltd. Bellini Fashions Pvt. Ltd. La Reine Fashions Pvt. Ltd. Reddy & Pathare Elastics Pvt. Ltd. Holstein Ecofoods Pvt. Ltd. Hype Integracomm Pvt. Ltd. Lovable Lifestyles Pvt. Ltd. Aarthik No-middleman Online Welfare Foundation Juvenca Online Pvt. Ltd. Microtex Clothing Pvt. Ltd.	Federal Brands Limited Vinay Hosiery Pvt. Ltd. Bellini Fashions Pvt. Ltd. La Reine Fashions Pvt. Ltd. Reddy & Pathare Elastics Pvt. Ltd. Holstein Ecofoods Pvt. Ltd. Hype Integracomm Pvt. Ltd. Microtex Clothing Pvt. Ltd.
Expertise in specific functional areas	Advertising and Marketing services in creative and service profiles.	Wide business experience across a variety of industries	Wide business experience across a variety of industries
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders' Relationship Committee)	Nil	Nil	Nil
No. of Shares Held in the Company as on 31st March, 2016	52,326	56,24,250	Nil
Relationship with Other Directors	Wife of L Vinay Reddy Daughter-in-law of L Jaipal Reddy	Husband of Taruna Reddy Son of L Jaipal Reddy	Father of L Vinay Reddy Father-in-law of Taruna Reddy

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

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Vinodkumar Jain & Co., Chartered Accountants (Firm Registration No.111513W), Chartered Accountants, Mumbai were appointed as the Statutory Auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on September 25, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at Item No. 4 of the Notice.

The Board commends the Resolution set out at Item No. 4 for approval by the Members by way of Ordinary resolution.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5

At the 28th Annual General Meeting of the Company held on September 26, 2015, 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, 2015. His term of office will expire on January 31, 2017. In view of commendable performance of Mr. L Vinay Reddy as the Managing Director of the Company, 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, 2017, subject to the approval of the Members to manage the day to day affairs 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 the son of Mr. L. Jaipal Reddy, who is the original promoter of our Company and husband of Ms. Taruna Reddy, Director of the Company.

Mr. L. Vinay Reddy attended the Board meetings held during the year on May 29, 2015, August 12, 2015, November 7, 2015 and February 10, 2016.

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

The main 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, 2017.

B. Remuneration:

a) Salary:

Salary including dearness, house-rent and all other allowances upto Rs.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.
- d) The Salary and perquisites as mentioned under a, b and c above shall be exclusive of:
- i. 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.

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. 5 for approval by the Members by way of Ordinary resolution.

Mr. L Vinay Reddy, Managing Director of the Company, Mrs. Taruna Vinay Reddy, Director of the Company and Mr. L Jaipal Reddy, Director of the Company being relatives of Mr. L Vinay Reddy are 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.

Item No. 6

At the 28th Annual General Meeting of the Company held on September 26, 2015, the Members had approved the appointment and terms of remuneration of Mr. L Jaipal Reddy as Whole-Time Director (WTD) for a period of two years from February 01, 2015. His term of office will expire on January 31, 2017. In view of commendable performance of Mr. L Jaipal Reddy as the Whole-time Director of the Company, the Board of Directors is of the opinion that this it is in the interest of the Company to re-appoint Mr. L Jaipal Reddy as WTD for a further period of two years, with effect from February 01, 2017, subject to the approval of the Members.

A brief profile of Mr. L Jaipal 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. Jaipal Reddy is the father of Mr. L. Vinay Reddy and father-in-law of Ms. Taruna Reddy, Director of the Company.

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

Mr. L. Jaipal Reddy attended the Board meetings held during the year on May 29, 2015, August 12, 2015, November 7, 2015, February 10, 2015 and March 10, 2016.

The main terms and conditions of appointment of Mr. L Jaipal Reddy (hereinafter referred to as “WTD”) are given below:

A. Tenure of Appointment:

The appointment of the WTD is for a period of two years with effect from February 01, 2017.

B. Remuneration:

1. Salary: Salary including dearness, house-rent and all other allowances upto Rs.1,50,000/- (Rupees One Lakh Fifty thousand only) per month.
2. Perquisites: Perquisites shall be restricted to an amount equal to the annual salary.
3. Apart from above mentioned remuneration, he shall be entitled to Medical Expenses actually and properly incurred for him and his family.
4. 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.

In view of the increasing activities and the future expansion programs of the Company, the Board commends the Resolution set out at Item No. 6 for approval by the Members by way of a Special Resolution.

Mr. L Jaipal Reddy, Director of the Company, Mrs. Taruna Vinay Reddy, Director of the Company and Mr. L Vinay Reddy, Managing Director of the Company being relatives of Mr. L Jaipal Reddy are 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, 12th August 2016

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

Lovable Lingerie Limited

Corporate Identification No.(CIN): L17110MH1987PLC044835
Regd. 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



ATTENDANCE SLIP

(to be handed over at the Registration Counter)

29th ANNUAL GENERAL MEETING ON SATURDAY, 24th SEPTEMBER, 2016 AT 11.00 A.M.

at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400 069.

Folio / DP ID & Client ID:

No. of Shares held..... Signature.....

Name of the First/ Sole Member

Address of the Member

I certify that I am a Member/Proxy/Authorised Representative for the member of the Company.

I hereby record my presence at the 29th Annual General Meeting of the Company held on Saturday, 24th September 2016 at 11.00 AM at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400 069.

Name of the Proxy holder..... Signature

Notes:

1. Only Member/ Proxy holder can attend the Meeting.
2. Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
3. Member / Proxy holder should bring his/ her copy of the Annual Report for reference at the Meeting.

Lovable Lingerie Limited

Corporate Identification No.(CIN): L17110MH1987PLC044835
Regd. 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



PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered address: _____

E-mail ID: _____ Folio No./DP ID and Client ID No.: _____

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____ E-mail ID: _____

Address: _____

Signature _____

or failing him/her

2. Name: _____ E-mail ID: _____

Address: _____

Signature _____

as my/our proxy to attend and vote, in case of a poll, for me/us and on my / our behalf at the 29th Annual General Meeting of the Company, to be held on Saturday, the 24th day of September, 2016 at 11.00 a.m. at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai - 400 069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Nos.	Resolutions	Vote (see note d. below) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business				
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To confirm the payment of Interim Dividend.			
3.	To re-appoint Ms. Taruna Reddy as a Director of the Company who retires by rotation and offers herself for re-appointment.			
4.	Re- Appointment of Statutory Auditors.			
Special Business				
5.	Re-appointment of Mr. L Vinay Reddy as Managing Director of the Company.			
6.	Re-appointment of Mr. L Jaipal Reddy as Whole Time Director of the Company.			

Signed this..... day of 2016.

Signature of Member _____

Signature of Proxyholder(s) _____

Affix
Revenue
Stamp

Notes:

1. A proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
2. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Lovable Lingerie Limited, A-46, Street No.2, MIDC, Andheri (East), Mumbai – 400 093 not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.
3. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.
4. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. It is optional to indicate your preference. If you leave the for, against and abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.

VENUE OF THE AGM

In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India, route map for the location of the venue of the 29th Annual General Meeting is given below:

CTC Banquets, Citi Point,
Rajarshi Shahu Maharaj Road,
Telli Galli, Andheri (East),
Mumbai - 400 069.

