

March 23, 2019

The Secretary  
BSE Ltd.  
PJ Towers, Rotunda Bldg.,  
Dalal Street, Fort  
Mumbai- 400 001

**Scrip Code: 500414**

**Subject: Submission of results of voting by Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Further to our letter dated February 21, 2019, we wish to inform you that the members of the Company have approved, by way of voting done by Postal Ballot and e-voting, all the resolutions proposed in the Postal Ballot Notice dated February 7, 2019 with requisite majority.

The details of the voting results are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A certified copy of the Scrutinizer Report is also attached.

You are requested to take the above information on record and acknowledge.

Thanking You,  
For **Timex Group India Limited**

  
**Dhiraj Kumar Maggo**  
GM- Legal & Company Secretary



Enclosures: as above

Date of AGM/EGM/Postal Ballot	Notice dated February 7, 2019 (Voting start date: February 21, 2019 Voting end date: March 22, 2019)
Date of declaration of Postal Ballot Results	March 23, 2019
Total number of shareholders on record date	46172 equity shareholders as on February 8, 2019
No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	Not Applicable

**Agenda wise disclosure**

**RESOLUTION NO. 1-** Re-appointment of Ms. Sharmila Sahai (DIN: 00893750) as the Managing Director of the Company

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75645100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		75645100	100	75645100	0	100	0
	Total		75645100	100	75645100	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275777	122313	0.484	121600	713	99.417	0.583
	Poll		0	0	0	0	0	0
	Postal Ballot		28020	0.111	26180	1840	93.433	6.566
	Total		150333	0.595	147780	2553	98.302	1.698
<b>Total</b>		<b>100950000</b>	<b>75795433</b>	<b>75.082</b>	<b>75792880</b>	<b>2553</b>	<b>99.997</b>	<b>0.003</b>



**RESOLUTION NO. 2-** Re-appointment of Ms. Gagan Singh (DIN: 01097014) as an Independent Director of the Company

<b>Resolution required: (Ordinary/Special)</b>			Special Resolution					
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes- in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	75645100	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot</b>		75645100	100	75645100	0	100	0
	<b>Total</b>		75645100	100	75645100	0	100	0
<b>Public Institution</b>	<b>E-Voting</b>	29123	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot</b>		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
<b>Public-Non Institution</b>	<b>E-Voting</b>	25275777	122313	0.484	120900	1413	98.845	1.155
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot</b>		27819	0.110	25880	1939	93.030	6.970
	<b>Total</b>		150132	0.594	146780	3352	97.767	2.233
<b>Total</b>		<b>100950000</b>	<b>75795232</b>	<b>75.082</b>	<b>75791880</b>	<b>3352</b>	<b>99.996</b>	<b>0.004</b>



**RESOLUTION NO. 3-** Re-appointment of Mr. Bijou Kurien (DIN: 01802995) as an Independent Director of the Company

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	75645100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		75645100	100	75645100	0	100	0
	Total		75645100	100	75645100	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275777	122313	0.484	120765	1548	98.734	1.266
	Poll		0	0	0	0	0	0
	Postal Ballot		27719	0.110	25980	1739	93.726	6.274
	Total		150032	0.594	146745	3287	97.809	2.191
<b>Total</b>		<b>100950000</b>	<b>75795132</b>	<b>75.082</b>	<b>75791845</b>	<b>3287</b>	<b>99.996</b>	<b>0.004</b>



**RESOLUTION NO. 4 – Re-appointment of Mr. Pradeep Mukerjee (DIN: 02287773) as an Independent Director of the Company**

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75645100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		75645100	100	75645100	0	100	0
	Total		75645100	100	75645100	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275777	122313	0.484	120990	1323	98.918	1.082
	Poll		0	0	0	0	0	0
	Postal Ballot		27719	0.110	25980	1739	93.726	6.274
	Total		150032	0.594	146970	3062	97.959	2.041
<b>Total</b>		<b>100950000</b>	<b>75795132</b>	<b>75.082</b>	<b>75792070</b>	<b>3062</b>	<b>99.996</b>	<b>0.004</b>



**SCRUTINIZER'S REPORT**

To,

The Chairman,  
Timex Group India Limited  
106-107, Ambadeep,  
14, Kasturba Gandhi Marg  
New Delhi Central Delhi 110001

Dear Sir,

I, Neelesh Kumar Jain, Company Secretary in Practice (FCS:5593/ CP No. 5233), have been appointed as the Scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 by the Board of Directors of Timex Group India Limited ('Company') *vide* its resolution dated 07 February 2019 to conduct the postal ballot and e-voting process of the company in connection with passing of the resolutions for the Business stated in the notice of Postal Ballot/e-Voting dated 07<sup>th</sup> February, 2019.

I submit my report as under:

1. The Company has completed the electronic transmission and physical dispatch of Postal Ballot Notice along with the explanatory statement, the Postal Ballot Form and the pre-paid business reply envelope on 19<sup>th</sup> February, 2019 to its members whose names appeared in the register of members/ list of beneficial owners as on 8<sup>th</sup> February 2019.
2. On the basis of the register of members/ list of beneficial owners made available by the Registrar and Share Transfer Agent of the Company i.e Alankit Assignments Limited, the company had dispatched the notice, the postal ballot/e-voting.
3. The Company has also provided to the shareholders the facility of e-voting through e-Voting website of National Securities Depository Limited i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. The voting period commenced on 21<sup>st</sup> February, 2019 at 10:00 AM and concluded on 22<sup>nd</sup> March, 2019 at 5:00 PM for voting through physical postal ballot form as well through e-voting.
5. The shareholders holding shares as on the cut-off date i.e. 8<sup>th</sup> February 2019 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 7<sup>th</sup> February 2019 of Timex Group India Limited.



6. The Postal Ballot Forms received were kept under safe custody before commencing the scrutiny of such Postal Ballot Forms.
7. Particulars of all the Postal Ballot Forms received from the members have been entered in a separate register maintained for the purpose.
8. I did not find any defaced or mutilated Ballot Papers.
9. Also for the e-voting, the votes were unblocked at 5:03 PM on Friday the 22<sup>nd</sup> day of March, 2019 in the presence of two witnesses Ms. Pinky Kanswal and Ms. Madhuri Rawat who are not in the employment of the company and who have signed below in confirmation of the votes being unblocked in their presence.
10. The details of e-voting, inter-alia, containing the list of equity shareholders who voted "For", "Against" on each of the resolutions that were put to vote were generated from the e-voting website i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. A combined report of the Postal Ballot and e-Voting conducted is given below:

	Physical	Electronic
No. of Total Ballots recd. by scrutinizer	259	69
Less: Rejected due to technical reason*	14	0
No. of valid Ballots	245	69

\*Number of votes rejected are for 1601 votes for all four resolutions (shareholder category - Public-others)

**Resolution 1: To consider the Re appointment of Ms. Sharmila Sahai as the Managing Director of the Company**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	75645100	0	0	0	0	0	0
	Postal Ballot		75645100	100	75645100	0	100	0



Public – Institutional holders	e-Voting	29123	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public-Others	e-Voting	25275777	122313	0.48	121600	713	99.42	0.58
	Postal Ballot		28020	0.11	26180	1840	93.43	6.57
<b>Total</b>		<b>100950000</b>	<b>75795433</b>	<b>75.08</b>	<b>75792880</b>	<b>2553</b>	<b>99.997</b>	<b>0.003</b>

**Resolution 2: To consider the Re-appointment of Ms. Gagan Singh as an Independent Director of the Company**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	75645100	0	0	0	0	0	0
	Postal Ballot		75645100	100	75645100	0	100	0
Public – Institutional holders	e-Voting	29123	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public-Others	e-Voting	25275777	122313	0.48	120900	1413	98.84	1.16
	Postal Ballot		27819	0.11	25880	1939	93.03	6.97
<b>Total</b>		<b>100950000</b>	<b>75795232</b>	<b>75.08</b>	<b>75791880</b>	<b>3352</b>	<b>99.996</b>	<b>0.004</b>

**Resolution 3: To consider the re- appointment of Mr. Bijou Kurien as an Independent Director of the Company**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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Promoter and Promoter Group	e-Voting	75645100	0	0	0	0	0	0
	Postal Ballot		75645100	100	75645100	0	100	0
Public – Institutional holders	e-Voting	29123	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public-Others	e-Voting	25275777	122313	0.48	120765	1548	98.73	1.27
	Postal Ballot		27719	0.11	25980	1739	93.73	6.27
<b>Total</b>		<b>100950000</b>	<b>75795132</b>	<b>75.08</b>	<b>75791845</b>	<b>3287</b>	<b>99.996</b>	<b>0.004</b>

**Resolution 4: To consider the re- appointment of Mr. Pradeep Mukerjee as an Independent Director of the Company**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	75645100	0	0	0	0	0	0
	Postal Ballot		75645100	100	75645100	0	100	0
Public – Institutional holders	e-Voting	29123	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public-Others	e-Voting	25275777	122313	0.48	120990	1323	98.92	1.08
	Postal Ballot		27719	0.11	25980	1739	93.73	6.27
<b>Total</b>		<b>100950000</b>	<b>75795132</b>	<b>75.08</b>	<b>75792070</b>	<b>3062</b>	<b>99.996</b>	<b>0.004</b>

On reckoning the voting of the shareholders as above, I report that the Resolutions as contained in item No. 1 to 4 of the Notice of Postal Ballot/e-Voting dated 7<sup>th</sup> February 2019 have been passed with requisite majority.

I shall hand over the Postal Ballot Forms and other related papers/ registers and records for the safe custody to the Company once the Chairman considers, approves and signs the minutes of the meeting.


You may accordingly declare the result on the voting by the Postal Ballot.



Place: New Delhi  
Date: 23.03.2019

For NKJ & Associates  
(Company Secretaries)



  
Neelesh Kr. Jain  
FCS: 5593  
CP No. :5233

Witness

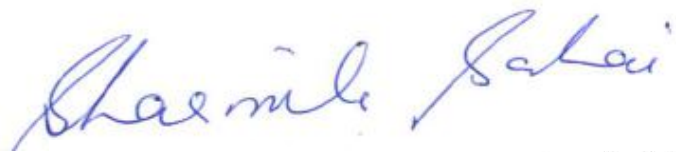
1. MADHURI RAWAT  
D/o - Sh. Manmohan Singh Rawat -  
Add!:- S-368B School Block Shokarpur  
New Delhi - 110092
2. Pinky Kanswal  
D/o Sohan Lal Kanswal  
Add: C-107A, New Ashok Nagar  
New Delhi - 110096

  
Madhuri Rawat

  
Pinky

Countersigned by:

For TIMEX GROUP INDIA LIMITED

  
Sharmila Sahai



Sharmila Sahai  
Managing Director  
On behalf of  
David Thomas Payne  
Chairman