

February 20, 2024

The Secretary
BSE Ltd.,
P J Towers, Rotunda Bldg.,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 500414

SUB: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice to Shareholders through Postal Ballot

Dear Sir,

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice, which is being sent to the shareholders of the Company through email, whose names appear in the Register of Members/ List of Beneficial Owners received from the depositories as on February 16, 2024, for seeking their approval for the following matters:

- a) Appointment of Mr. Marco Zambianchi (DIN: 10457688) as Director of the Company by way of an Ordinary Resolution;
- b) Appointment of Ms. Meeta Makhan (DIN: 07135150) as an Independent Director of the Company by way of a Special Resolution;
- c) Appointment of Ms. Dhanashree Ajit Bhat (DIN: 10477919) as an Independent Director of the Company by way of a Special Resolution;
- d) Appointment of Mr. Sanjeev Kumar (DIN: 02524617) as an Independent Director of the Company by way of a Special Resolution;
- e) Increasing the overall borrowing limits of the Company by way of a Special Resolution and
- f) Creation of charge and/or mortgage on all or any of the movable and/or immovable properties of the Company by way of a Special Resolution.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Saturday, February 24, 2024 (9:00 a.m.) and shall end on Sunday, March 24, 2024 (5:00 p.m.). The results of the postal ballot will be announced on or before Tuesday, March 26, 2024 (5:00 p.m.).

The dispatch is expected to complete by February 21, 2024.

The above documents are also available on the Website of the Company at www.timexindia.com.

This is for your information and records.

Thanking you,
For Timex Group India Limited

Dhiraj Kumar Maggo
Vice President – Legal, HR and Company Secretary
Regd. Office : E-10, Lower Ground Floor, Lajpat Nagar - III, New Delhi - 110024. Tel. : +91 11 410 21297

TIMEX GROUP INDIA LIMITED

CIN: L33301DL1988PLC033434

Regd. Office: E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024

Tel: 011-41021297 Website: www.timexindia.com Email Id: investor.relations@timex.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Timex Group India Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants. If Member's e-mail address is not registered with the Company/ Depository Participants, then members may please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and Password for remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, and MCA Circulars, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice.

The Board of Directors has appointed Mr. Neelesh Kumar Jain, Proprietor, M/s N.K.J. & Associates, Practicing Company Secretaries, (Membership Number FCS 5593, CP No. 5233), to act as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal

Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on March 24, 2024 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any other person authorized by him. The results of the Postal Ballot would be announced on or before March 26, 2024, at the Registered Office of the Company. The said results will also be intimated to the Stock Exchange and displayed on the Company's website viz. www.timexindia.com.

The last date of e-voting, i.e. March 24, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

ITEM NO. 1: APPOINTMENT OF MR. MARCO ZAMBIANCHI (DIN: 10457688) AS DIRECTOR OF THE COMPANY

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mr. Marco Zambianchi (DIN: 10457688), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act with effect from February 1, 2024 on the Board of the Company and who is eligible for appointment and has consented to act as a Director of the Company and for the appointment of whom the Company has received a notice in writing from a member under section 160(1) of the Act, proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors or any director or officer of the Company with power to further delegate such powers to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 2: APPOINTMENT OF MS. MEETA MAKHAN (DIN: 07135150) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass, the following resolution as a **Special Resolution**: -

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on February 1, 2024 and subject to such other consents, approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Meeta Makhan (DIN: 07135150), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 1, 2024, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act

proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a period of five years commencing from February 1, 2024 till January 31, 2029 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors or any director or officer of the Company with power to further delegate such powers to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3: APPOINTMENT OF MS. DHANASHREE AJIT BHAT (DIN: 10477919) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors in its meeting held on February 1, 2024 and subject to such other consents, approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded for the appointment of Ms. Dhanashree Ajit Bhat (DIN: 10477919), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 1, 2024, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a period of five years commencing from February 1, 2024 till January 31, 2029 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors or any director or officer of the Company with power to further delegate such powers to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4: APPOINTMENT OF MR. SANJEEV KUMAR (DIN: 02524617) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors in their respective meetings held on February 1, 2024 and subject to such other consents, approvals and permissions as may be required, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sanjeev Kumar (DIN: 02524617), who was appointed as an Additional Director in the capacity of an Independent Director with effect from February 1, 2024, and who has submitted a

declaration that he meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a period of five years commencing from February 1, 2024 till January 31, 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors or any director or officer of the Company with power to further delegate such powers to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5: INCREASING THE OVERALL BORROWING LIMITS OF THE COMPANY

To consider and if thought fit to pass, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the relevant Rules made there under, as amended from time to time, the Board of Directors of the Company (“the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) be and is hereby authorized to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up share capital of the Company, securities premium account and its free reserves by a sum not exceeding Rs 100/- Crore (Indian Rupees One Hundred Crores Only) and that the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT the Board be and is hereby granted authority to finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required and do all such acts, deeds, matters and things that may be necessary or incidental in order to give effect to this resolution.”

ITEM NO. 6: CREATION OF CHARGE AND/OR MORTGAGE ON ALL OR ANY OF THE MOVABLE AND/OR IMMOVABLE PROPERTIES OF THE COMPANY

To consider and if thought fit to pass, the following resolution as a **Special Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any amendment thereto or re-enactment thereof) and any other law and provisions of the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create charge, hypothecation, mortgage or to sell, lease or otherwise dispose off any movable and/or immovable properties/assets of the Company wherever situated, both present and future and on the whole or substantially the whole of the undertaking or undertakings of the Company in favour of any banks, financial institutions, body corporate or any other person on such term and conditions and in such form and in such manner as the Board may think fit, for the benefit of the Company and as agreed between the Board and the lenders towards security for borrowing of funds from time to time, not

exceeding Rs. 100 crores (Rs. One Hundred Crores) for the business of the Company as per the requirements of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other statutory and procedural formalities to be complied with in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto.”

Registered Office:
E-10, Lower Ground Floor,
Lajpat Nagar-III, New Delhi-110024

By Order of the Board of Directors
For and on behalf of Timex Group India Ltd.

Place: Noida
Dated: February 1, 2024

Dhiraj Kumar Maggo
VP – Legal, HR & Company Secretary
ICSI Membership No. F7609

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts concerning the special business as set out in the Notice is annexed hereto and forms part of this Notice.
2. In terms of the MCA circulars, the Company would be sending this Postal Ballot Notice only through e-mail to all those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on February 16, 2024, being the cut-off date, and voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the same date. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members.
3. The Postal Ballot Notice is also placed on the website of the Company www.timexindia.com and on the website of NSDL at www.evoting.nsdl.com.
4. The Members whose name appears on the Register of Members/List of Beneficial Owners as on February 16, 2024, being the cut-off date, will be considered for the purpose of voting. The voting rights for the equity shares are one vote per equity share registered in the name of the Member. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and Regulation 44 of the Listing Regulations, the Company is providing the facility to its Members to exercise their rights on the proposed resolutions electronically. The Company has engaged the services of NSDL to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
6. The e-voting period commences at 9:00 a.m. (IST) on February 24, 2024, and ends at 5:00 p.m. (IST) on March 24, 2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
7. All material documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the Company’s Registered Office on all working days, except Saturday and Sunday between 11:00 a.m. and 1:00 p.m. up to the date of declaration of Postal Ballot Results.
8. Members who have not Registered their E-mail addresses so far with the Company or Depository Participants, may complete the e-mail registration process as under;

- I. For Members holding shares in physical form: In compliance with SEBI Circulars dated November 17, 2023, March 16, 2023, December 14, 2021 and November 3, 2021, please send copy of signed Form ISR-1 mentioning your name, folio number, complete address, email address and telephone number to be registered along with self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by post to the Company's Registrars and Share Transfer Agents: Alankit Assignments Limited "Alankit House" 4E/2, Jhandewalan Extension New Delhi-110 055. The Members can also forward a digitally signed copy of Form ISR-1 with supporting documents at the email address of the RTA- rta@alankit.com. The forms for updating the same are available at www.timexindia.com.
 - II. For the Members holding shares in demat form, please update your email address through your respective Depository participants
9. SEBI has, vide its Circulars dated March 16, 2023, and November 17, 2023, mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Alankit Assignments Limited at rta@alankit.com. The forms for updating the same are available at Company's website www.timexindia.com.
 10. Effective January 1, 2022, Grievance Redressal/ Service request can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios.
 11. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at the General Meeting of the Members.

INSTRUCTION FOR E-VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to

	<p>register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on

	registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nkj@nkj.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager-NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@timex.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@timex.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF POSTAL BALLOT NOTICE

Item No.: 1

Considering the nomination of Mr. Marco Zambianchi (DIN: 10457688) received from M/s Timex Group Luxury Watches, B.V., the Holding Company in terms of the provisions of Article 102 of the Articles of Association of the Company and the recommendations of Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”), the Board of Directors has appointed Mr. Marco Zambianchi (DIN: 10457688) as an Additional Director (Non-Executive Non-Independent) of the Company with effect from February 1, 2024.

In terms of the provisions of Section 161(1) of the Act, Mr. Zambianchi would hold office up to the date of the 36th Annual General Meeting of the Company. However, in terms of Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), approval of members of the Company is required to be obtained for appointment of a Director, at the next annual general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Marco Zambianchi, through postal ballot.

The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Zambianchi for the office of Director of the Company.

Mr. Zambianchi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief resume of Mr. Marco Zambianchi, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under Regulation 36 of the Listing Regulations, are annexed to this Notice.

Except Mr. Zambianchi, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 1.

The Board recommends the ordinary resolution as set out in Item no. 1 of this Notice for approval of the members.

Item No.: 2 to 4

Pursuant to Section 161 of the Companies Act, 2013 and other applicable provisions and based on the recommendations of the Nomination & Remuneration Committee, the Board has, at its meeting held on February 1, 2024, appointed Ms. Meeta Makhan (DIN: 07135150), Ms. Dhanashree Ajit Bhat (DIN: 10477919) and Mr. Sanjeev Kumar (DIN: 02524617) as Additional Directors in the capacity of Non-Executive Independent Directors of the Company for a term of 5 years each with effect from February 1, 2024 to January 31, 2029 (both days inclusive) subject to the approval of shareholders through a special resolution.

The Company has received all statutory disclosures / declarations from Ms. Meeta Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar, including:

- (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);

- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under Section 164(2) of the Act;
- (iii) Declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that they are not debarred from holding an office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- (v) Confirmation that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Independent Directors of the Company;
- (vi) Notice from the Members in writing under Section 160(1) of the Act proposing their candidature for the office of Director; and
- (vii) Confirmation that they are in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee had previously identified amongst others, leadership capabilities, expertise in governance, experience in policy shaping and industry advocacy, legal compliance, finance & risk management, industry knowledge & experience and global experience/international exposure as the skills required for the role of a Director. The Committee and the Board noted that the skills, background and experience of Ms. Meeta Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar are aligned to the role and capabilities identified by the Committee, hence, they are eligible for appointment as Independent Directors of the Company.

In the opinion of the Board, Ms. Meeta Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar fulfil the conditions of independence specified under the Act read with Rules thereunder and the Listing Regulations for their appointment as Independent Directors of the Company and they are independent of the Company's management.

The resolutions seek the approval of the members for the appointment of Ms. Meeta Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar as Independent Directors of the Company from February 1, 2024 to January 31, 2029 (both days inclusive) pursuant to sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and they shall not be liable to retire by rotation.

The profile and specific areas of expertise of Ms. Meeta Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar and other relevant information as required under Secretarial Standard 2 on General Meetings and Listing Regulations are provided as annexure to this Notice.

The Independent Directors shall be paid remuneration only by way of sitting fee for attending meetings of the Board and its Committees as may be decided by the Board within the limits specified under the Act. In addition to the sitting fee, the Company will reimburse them for the expenses incurred for participating in the Board and other meetings.

The copy of draft letter of appointment setting out the terms and conditions of appointment of Ms. Meeta Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar shall be open for inspection as per the details provided in this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Ms. Meeta

Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar as Independent Directors requires approval of the Members by passing a special resolution.

Except Ms. Meeta Makhan, Ms. Dhanashree Bhat and Mr. Sanjeev Kumar, being the appointees, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolutions set out at item No. 2 to 4.

The Board recommends the special resolutions as set out in item No. 2 to 4 of this Notice for approval of members.

Item No.: 5

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Considering the future plans of the Company and fulfilling the strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on February 1, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorization to Board under section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up share capital of the Company, securities premium account and its free reserves by a sum not exceeding Rs 100/- Crore (Indian Rupees One Hundred Crores Only) on such the terms and conditions as to interest, repayment, security or otherwise as it may think fit.

None of the Directors and key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in resolution set out at item No. 5.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Item No.: 6

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over

management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

Since creation of charge by way of mortgage/hypothecation/floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sale/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders for approving the limits under the said Section.

Considering the future plans of the Company and fulfilling the strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on February 1, 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for giving authorization to Board under Section 180(1)(a) of the Companies Act, 2013 to create charge, hypothecation, mortgage or to sell, lease or otherwise dispose off any movable and/or immovable properties/ assets of the Company wherever situated, both present and future and on the whole or substantially the whole of the undertaking or undertakings of the Company in favour of any banks, financial institutions, body corporate or any other person on such term and conditions and in such form and in such manner as the Board may think fit, for the benefit of the Company and as agreed between the Board and the lenders towards security for borrowing of funds from time to time, not exceeding Rs. 100 crores (Rs. One Hundred Crores) for the business of the Company.

None of the Directors and key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in resolution set out at item No. 6.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

Registered Office:
E-10, Lower Ground Floor,
Lajpat Nagar-III, New Delhi-110024

By Order of the Board of Directors
For and on behalf of Timex Group India Ltd

Place: Noida
Dated: February 1, 2024

Dhiraj Kumar Maggo
VP – Legal, HR & Company Secretary
ICSI Membership No. F7609

ANNEXURE TO ITEM NO. 1 TO 4 OF THE NOTICE

Details of Directors seeking appointment through postal ballot/e-voting
(In pursuance of Secretarial Standards - 2 on General Meeting and Regulation 36(3) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015))

Name	Mr. Marco Zambianchi	Ms. Meeta Makhan	Ms. Dhanashree Ajit Bhat	Mr. Sanjeev Kumar
DIN	10457688	07135150	10477919	02524617
Date of birth/ age	August 12, 1968/ 55 years	February 25, 1975/ 48 years	November 28, 1973/ 50 years	February 22, 1965/ 58 years
Nationality	American	Indian	Indian	Indian
Qualifications	Mr. Marco Zambianchi is an Electrical Engineer and has also done Master's in Business Administration.	Ms. Meeta Makhan holds a Bachelor of Economics degree from Delhi University and an MBA from IIM Lucknow.	Ms. Dhanashree Ajit Bhat holds a Master's degree in Telecommunications & Software Architectures from BITS, Pilani and a Bachelor's degree of Engineering in Electronics and Telecommunications from College of Engineering, Pune.	Mr. Sanjeev Kumar holds a Bachelor's degree in Political Science (H) from St. Xavier's College, Ranchi, an MBA in Personnel Management & Marketing from BIT, Mesra, Ranchi, and a Diploma in Performance and Talent Management from Harvard Business School, Boston, USA.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Mr. Marco joined Timex Group in October 2023 as President, Timex Business Unit. He has around 30 years of experience during which he had a strong track record of revitalizing brands, assembling formidable teams, and achieving significant growth. Before joining Timex Group, he had held various leadership positions including CEO - Canada, Technogym, President - North America, Technogym, VP – Strategic Planning NAFTA and GM Business Unit Moto at Pirelli Tire North America, VP Operative Marketing and Demand Planning NAFTA at Pirelli Tire North America, Commercial Director T&C Italia at Carlsberg Italia, Manager – Mckinsey &	Ms. Meeta Makhan is a seasoned finance professional with twenty-five years of diverse experience spanning banking, advisory, impact investing, fund raising, and corporate governance. She has held leadership and board positions in prominent transnational banks and Indian organizations. With two decades of extensive banking experience, Ms. Makhan possesses deep knowledge, deal experience and expertise in advisory services, structured finance, priority sector lending, capital markets, project finance, working capital management, and risk management across various industries. Her remarkable track record includes building robust corporate relationships in emerging markets and the	Ms. Dhanashree Bhat is a seasoned professional with over twenty-eight years of diverse experience in IT business operations, telecom, media & operations, revenue generation, change & crisis management, process improvement etc. Her approach, blending a deep understanding of technology with a strong commitment to people-centric leadership, sets her apart. She is currently working as the Chief Operating Officer at Persistent Systems. Her responsibilities at Persistent encompass lead IT, Administration and Facilities, Learning and Development, Enterprise Risk Management, ESG, and Delivery Excellence. As COO, Ms. Dhanashree is	Mr. Sanjeev Kumar had an illustrious career spanning over three decades. He commenced his professional journey in 1987 with the Fertilizer Corporation of India and later worked with the Oil & Natural Gas Corporation until 2006. During his tenure, he achieved notable milestones, including the establishment of the School of Maintenance Practices in Vadodara and the successful migration of HR functions to the SAP platform under Project SHRAMIK. Subsequently, Mr. Kumar joined the Essar Group, where he played a pivotal role in steering the firm towards enhanced Human Capital Management. His leadership was instrumental in driving

	<p>Company etc. Mr. Marco is originally from Italy and is currently based out of New York.</p>	<p>United States. She has demonstrated a consistent ability to achieve rapid business scale and success while fostering teams of highly skilled and respected managers. She has founded and is managing an impact business driving sustainable green initiatives in urban India and working with farmers to improve sustainable and organic farming. Ms. Makhan has also served on the boards of publicly listed companies, including Lakshmi Vilas Bank which was later merged with DBS Bank. Currently, Ms. Makhan serves as an Independent Director on the board of SV Creditline Ltd., Doundo Services Pvt. Ltd. and Advent Enterprises Private Limited. She is a strategic investor in impact start-ups like Sanesan Farms, an organic farming initiative, MIMO Technologies, a tech-enabled employment and financial inclusion platform; Bharosa Technoserve, a tech enabled financial inclusion and investment platform. Additionally, she serves as an advisor and board member for various impactful startups, including Amida Tech (a cleantech startup with US patents and technology deployments in Europe and India), a cybersecurity startup - Lisanthius Technologies, and others. She has held senior leadership roles in the past including in Bank of America as Managing</p>	<p>committed to steering the Company towards new heights of operational excellence and customer satisfaction, driven by a philosophy of empathetic and inclusive leadership.</p> <p>Prior to this, Ms. Dhanashree has worked with Tech Mahindra for 21 years and has held various senior positions including Global Chief Delivery Officer, TMT, Global Head – Middle Office & Value Creation (CME), Business Unit Head APJI & Head - Value Creation: CME, Business Unit Head MEA & APJI – CME etc. She brings a diverse and rich experience from her tenure at Tech Mahindra. In her role as Chief Delivery Officer of CMT at Tech Mahindra, she led global delivery for all CMT accounts with a focus on collaborative success and innovation.</p> <p>Passionate about social causes, particularly women in technology and girl child education, Ms. Dhanashree actively partners with NGOs, believing in the power of collective efforts for greater impact. Outside of work, she finds joy in trekking and reading, experiences that she believes enrich her perspective and approach to leadership.</p>	<p>exploration and production initiatives both in India and overseas. Additionally, he made significant contributions to the establishment of the Essar Learning Centre in Vadinar, Jamnagar, Nand Vidya Niketan (Essar School), Nidan, Essar’s Health Centre for employees and their families, and Nand Niketan (Essar Residential complex comprising 350 houses).</p> <p>Following his tenure at Essar Group, Mr. Kumar took on the role of Vice President – HR at Jindal Power Limited, Jindal Petroleum Ltd., Hindustan Power Projects, and Bajaj Power Venture Limited. In each of these positions, he continued to bring his wealth of experience and expertise to contribute to the success of the respective organizations. He is currently advising organizations to set up best HR practices for their sustainable growth.</p>
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		Director, Barclays Bank as Head of transnational business for India and multiple roles in Standard Chartered Bank, Citibank N.A. and IDFC First Bank. Outside her professional commitments, Ms. Makhan is an active member of Rotary International, contributing to multiple projects in health, financial inclusion, and community service for the underserved in India.		
Terms and conditions of appointment	Proposed to be appointed as Non-Executive and Non-Independent Director, liable to retire by rotation	Proposed to be appointed as an Independent Director for a period of 5 years effective from February 1, 2024 upto January 31, 2029, not liable to retire by rotation (for further details refer the Notice and Explanatory Statement)	Proposed to be appointed as an Independent Director for a period of 5 years effective from February 1, 2024 upto January 31, 2029, not liable to retire by rotation (for further details refer the Notice and Explanatory Statement)	Proposed to be appointed as an Independent Director for a period of 5 years effective from February 1, 2024 upto January 31, 2029, not liable to retire by rotation (for further details refer the Notice and Explanatory Statement)
Remuneration last drawn (including sitting fee if any)	N.A.	Sitting fee of Rs. 90,000/- for attending Board and Committee meetings held on February 1, 2024	Sitting fee of Rs. 90,000/- for attending Board and Committee meetings held on February 1, 2024	Sitting fee of Rs. 90,000/- for attending Board and Committee meetings held on February 1, 2024
Remuneration sought to be paid	NIL	As set out in the above Notice and Explanatory statement	As set out in the above Notice and Explanatory statement	As set out in the above Notice and Explanatory statement
Date of first appointment on the Board	February 1, 2024	February 1, 2024	February 1, 2024	February 1, 2024
Date of last re-appointment	NA	NA	NA	NA
Shareholding (including beneficial ownership) in Timex Group India Limited	NIL	NIL	NIL	NIL
Relationship with other directors, key managerial personnel of the Company	None	None	None	None
Number of Board Meetings	Attended 2 Board meetings held on	Attended 2 Board meetings held on February	Attended 2 Board meetings held on	Attended 2 Board meetings held on

attended	February 1, 2024	1, 2024	February 1, 2024	February 1, 2024
Name of Companies in which he/she holds directorship	NIL	<ul style="list-style-type: none"> • SV Creditline Limited • Doundo Services Private Limited • Advent Enterprises Private Limited 	NIL	NIL
Name of the listed entities from which he/she has resigned in the past 3 years	NIL	<ul style="list-style-type: none"> • Lakshmi Vilas Bank Limited 	NIL	NIL
Name of Committees of other Indian Companies in which he/ she holds Membership	NIL	Chairperson of Audit Committee, Nomination and Remuneration Committee and IT Committee of SV Creditline Limited Member of Borrowing Committee of SV Creditline Limited	NIL	NIL
In case of independent directors, the skills and capabilities required for the role and the manner in which he/she meets such requirements	NA	Please refer to Explanatory Statement on Item no. 2-4	Please refer to Explanatory Statement on Item no. 2-4	Please refer to Explanatory Statement on Item no. 2-4