

July 26, 2023

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

**Scrip Code: 500414**

Dear Sir,

**Sub: Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company for the financial year 2022-23 – Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We enclose herewith the Notice of the 35th AGM of the Company scheduled to be held on Wednesday, August 23, 2023 at 4.00 PM. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The said Notice forms part of the Annual Report of the Company for the financial year 2022-23.

The Notice of the 35th Annual General Meeting forming part of the Annual Report is also available on the website of the Company at the link: [https://www.timexindia.com/pdf/Timex\\_Annual\\_Report-2023.pdf](https://www.timexindia.com/pdf/Timex_Annual_Report-2023.pdf)

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the same on record and inform the members of the Stock Exchange accordingly.

Thanking you,  
For Timex Group India Limited

Dhiraj Kumar Maggo  
Vice President – Legal, HR and Company Secretary

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Fifth Annual General Meeting of the Members of TIMEX GROUP INDIA LIMITED will be held on Wednesday, 23rd August, 2023 at 4:00 p.m. through Video Conferencing (VC)/ Other Audio Visual means (OAVM), to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023, and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. David Thomas Payne (DIN: 07504820), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. 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 4, 13, 61 and other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2013 as may be amended, the approval of the members of the Company be and is hereby accorded to reclassify the Authorized Share Capital of Rs. 170,00,00,000 (Rupees One Hundred and Seventy Crores) presently divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re. 1/- (Rupee One) each and 8,00,00,000 (Eight Crores) preference shares of Rs. 10/- (Rupees Ten) each into 40,00,00,000 (Forty Crores) Equity Shares of Re. 1/- (Rupee One) each and 13,00,00,000 (Thirteen Crores) Preference Shares of Rs. 10/- (Rupees ten) each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be altered by substituting in its place and stead the following new Clause V:

- V. The Authorized Share Capital of the Company is Rs. 170,00,00,000/- (Rupees One Hundred and Seventy Cores) divided into 40,00,00,000 (Forty Crores) Equity Shares of Re. 1/- (Rupee One) each and 13,00,00,000 (Thirteen Crores) Preference Shares of Rs. 10/- (Rupees ten) each.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things and to delegate all or any of the powers conferred to it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate to give effect to above resolution.”

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 55(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including any statutory modifications or re-enactments thereof for the time being in force, and the rules, regulations, guidelines, notifications, and circulars prescribed by the Government of India, also including all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, the Securities and Exchange Board of India, including, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 and the relevant regulations made thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and in accordance with the Memorandum and Articles of Association of the Company, and subject to such other approvals / sanctions/ consents/ permissions, as may be required from any appropriate statutory and regulatory authorities including approval of the National Company Law Tribunal, Delhi in terms of Section 55(3) and subject to such conditions and modifications as may be prescribed by the authorities while granting such approvals / sanctions/ consents/ permissions and agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include a Committee of Directors exercising the powers conferred by the Board), consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to a maximum of 2,73,15,264 Cumulative Redeemable Non-Convertible Preference Shares of Rs.10/- each for cash at par aggregating to Rs. 27,31,52,640 /- (“**New NCPS**”) on a private placement basis to M/s Timex Group Luxury Watches B.V., the holding company of the Company, for redeeming existing 1,57,00,000 13.88% Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each of the Company and which amount is equivalent to the value of the redemption amount (being Rs.15,70,00,000/-) plus the unpaid cumulative dividend till the due date of redemption (being Rs.13,03,91,380/-) on the NCPS, less the tax to be deducted at source (being Rs.1,42,38,740/-) in accordance with applicable law, with such rights and privileges and on such terms and conditions as may be decided by the Board and subject to the following rights:

- a) The New NCPS shall carry a fixed preferential dividend at the rate of 10.75 %;
- b) The New NCPS shall be non-participating in

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

**Sd/-  
Dhiraj Kumar Maggo  
VP - Legal, HR & Company Secretary  
Membership No. F7609**

**Registered Office:  
E-10, Lower Ground Floor,**

**Dated: July 14, 2023 Lajpat Nagar-III, New Delhi-110024**

## NOTES

- surplus funds and in surplus assets and profits, on winding up which may remain after the entire capital has been repaid;
- c) The New NCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to the payment of dividend and repayment in case of winding up or repayment of capital;
  - d) The New NCPS shall be -cumulative, non-participating and non-convertible;
  - e) No premium shall be paid on redemption of New NCPS;
  - f) New NCPS shareholder will have a right to vote only on resolutions placed before the shareholders which directly affect their rights attached to preference shares like winding up of the company or repayment of preference shares etc.;
  - g) The tenure of the said shares would be 20 years, with an option with either party for an early redemption anytime;
  - h) The Preference shares shall carry voting rights as per Section 47(2) of the Companies Act, 2013;
  - i) The Preference Shares shall be redeemed only out of the profits of the Company which would otherwise be available for dividends or out of proceeds of fresh issue of shares made for the purpose of redemption;
  - j) A Capital Redemption Reserve shall be created for the purpose of redemption as may be required under the statutory provisions; and
  - k) The Preference Shares shall not be listed on any Stock Exchange, since the issue is on Private Placement basis.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members or otherwise to this effect and intent that the members shall be deemed to have given their approval thereto expressly by the authority to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate to give effect to above resolution.”

1. Pursuant to the General Circular numbers 10/2022, 2/2022, 21/2021, 19/2021, 02/2021, 20/2020, 17/2020, 14/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CMD2/CIR/P/2022/62 SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the 35th AGM will be E-10, Lower Ground Floor, Lajpat Nagar- III, New Delhi - 110024.
2. As per the provisions of clause 3.A.11 of the MCA General Circular No. 20/2020 dated 5th May, 2020, the matter of Special Business as appearing at item no. 3 and 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence forming part of this Notice.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.
4. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
5. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
7. The Register of Members and Share Transfer Books of the Company will remain closed from August 21, 2023 to August 22, 2023 (both days inclusive).
8. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 3 and 4 is annexed hereto. Relevant details, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation and proposed to be re-appointed is annexed to this Notice.
9. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically through the e-voting services provided by NSDL, on all resolutions set forth in this Notice (Remote e-voting). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
10. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their depository participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate changes, if any, in their Registered Address along with Pin Code Number and the bank details immediately to the Registrar and Share Transfer Agent, M/s Alankit Assignments Limited.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection electronically by the members during the AGM. All documents referred to in the Notice will

be available without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 23, 2023. Members seeking to inspect such documents can send an email to [investor.relations@timex.com](mailto:investor.relations@timex.com).

12. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
13. In compliance with the Circulars, the Annual Report 2023, the Notice of the 35th Annual General Meeting and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
14. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2023 will also be available on the Company's website, [www.timexindia.com](http://www.timexindia.com), website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com> for their download.

The Shareholder of the Company may request physical copy of the Annual Report from the Company by sending a request at [investor.relations@timex.com](mailto:investor.relations@timex.com) in case they wish to obtain the same.

15. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, M/s Alankit Assignments Limited at [rta@alankit.com](mailto:rta@alankit.com) to receive copies of the Annual Report 2023 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report and for procuring user ID / password for e-voting on the resolutions set out in the Notice:
  - a. 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](mailto:investor.relations@timex.com).
  - b. 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](mailto:investor.relations@timex.com).

16. Securities and Exchange Board of India (SEBI) has, vide its Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023, mandated that all the holders of physical securities shall furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - I alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circulars, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.timexindia.com](http://www.timexindia.com), for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

18. The Voting period begins on 19th August, 2023 at 9.00 AM and ends on 22nd August, 2023 at 5.00 PM. During this period Members, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. August 17, 2023, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of August 17, 2023.
19. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through

remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

20. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 17, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
21. Mr. Neelesh Kumar Jain, Proprietor, M/s N.K.J. & Associates, Company Secretaries, (Membership Number FCS 5593, Certificate of Practice No. 5233), has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through Remote e-voting and e-voting on the date of the AGM and in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated report of the total votes casted in favour of or against, if any, within two working days from conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman shall declare the result of the voting forthwith.

The result, along with Scrutinizers Report will be placed on the Company's website, [www.timexindia.com](http://www.timexindia.com), and on the website of NSDL immediately after the result is declared by the Chairman or by any other person authorised by the Chairman, and the same shall also be communicated to the BSE Ltd.

22. Shareholders, who would like to express their views/ have questions may send their questions in advance, atleast 48 hours before the commencement of the meeting, mentioning their name, demat account number/ folio number, email id, mobile number at [investor.relations@timex.com](mailto:investor.relations@timex.com). Such questions by the members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [investor.relations@timex.com](mailto:investor.relations@timex.com) atleast 48 hours before the commencement of the Meeting. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

### 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 and Joining Virtual Meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Company(ies), 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"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDEAS</b>” 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

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 or joining virtual meeting & voting during the meeting.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at.: 022-48867000 and 022-24997000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800225533

**B) Login Method for e-Voting and joining virtual meeting 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 ‘Shareholders’/ Members 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](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
      - 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 and join General Meeting on NSDL e-Voting system**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all Companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
  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**
- i. 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](mailto:nkj@nkj.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 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.

- ii. 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](http://www.evoting.nsdl.com) to reset the password.
- iii. 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](http://www.evoting.nsdl.com) or call at.: 022-48867000 and 022-24997000 or send a request to Pallavi Mhatre, Sr. Manager-NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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](mailto:investor.relations@timex.com).
2. In case shares are held in demat mode, please provide DPIDCLID (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](mailto:investor.relations@timex.com). If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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 eVoting 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.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**Statement under section 102 of the Companies Act, 2013**

**Item 3 and 4:**

The Company had issued 1,57,00,000 13.88% Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each (“NCPS”) to M/s Timex Group Luxury Watches B.V., the holding company of the Company (“TGLW”), a related party, on March 27, 2004 and the redemption period in respect of which was revised after seeking relevant approvals and which are now falling due for redemption on March 26, 2024.

Due to insufficiency of profits in the previous years, the Company earlier could not declare or pay the dividend on the NCPS and based on the projected workings it is felt that even now the Company will not be in a position to redeem the aforesaid NCPS out of profits of the Company or declare/ pay any dividend. Moreover, there are no plans to issue fresh shares for the purpose of redemption of the NCPS.

As per Section 55(2) of the Companies Act, 2013 (“**Companies Act**”), the preference shares can be redeemed either out of profits of the company which would otherwise be available for dividend or out of proceeds of fresh issue of shares made for the purpose of redemption.

Further, in terms of Section 55(3) of the Companies Act, where a company is not in a position to redeem any preference shares or to pay dividend, if any, on such shares in accordance with the terms of issue, it may:

- with the consent of the holders of three-fourths in value of such preference shares; and
- with the approval of the jurisdictional National Company Law Tribunal (“NCLT”) on a petition made by it in this behalf,

issue further redeemable preference shares equal to the amount due, including the dividend thereon, in respect of the unredeemed preference shares, and on the issue of such further redeemable preference shares, the unredeemed preference shares shall be deemed to have been redeemed.

As stated above, as the NCPS will fall due for redemption at the end of the current financial year and considering that no more extension of the term of the NCPS is now feasible, it is proposed to issue fresh -Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each to TGLW in terms of Section 55(3) of the Companies Act with the consent of holders of NCPS and after seeking the approval of the NCLT, Delhi to meet the obligation of the Company towards the holders of the NCPS.

It may be noted that cumulated dividend which has remained undeclared/ unpaid for 5 (five) years from FY 2018-19 to FY 2022-23 amounts to Rs. 10,89,58,000 and for 2023-24 for 359 days amounts to Rs. 2,14,33,380. Thus, the total cumulative dividend obligation of the Company on NCPS to the NCPS holders, until March 26, 2024 amounts to Rs. 13,03,91,380.

The redemption amount of the NCPS considering above accumulated undeclared/ unpaid dividend amounts to Rs. 28,73,91,380, being Rs. 15,70,00,000 the amount representing the face value of the NCPS and Rs. 13,03,91,380 being the accumulated undeclared/ unpaid dividend.

Since redemption amount contemplates income/ capital gain to TGLW, necessary withholding tax would need to be deducted by the Company on the gain/ income element on redemption of NCPS as follows:

Redemption Amount	Rs. 28,73,91,380
Gain on Redemption	Rs. 13,03,91,380
Total tax (cess & surcharge)	

to be deducted (rounded off)	Rs. 1,42,38,740
Net amount on redemption	Rs. 27,31,52,640

After evaluating and considering various factors, the Board of Directors of the Company has, based on the approval of the Audit Committee for this related party transaction in terms of SEBI LODR Regulation 2015, at its meeting held on July 14, 2023 and considering the approval of the NCPS holder and subject to the approval of equity shareholders and other authorities including NCLT, Delhi and the Reserve Bank of India and subject to such other consents/ sanctions/permissions, as may be required, accorded approval for the issuance of new unlisted 2,73,15,264 Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each at par on a private placement basis to TGLW aggregating to Rs. 27,31,52,640 (“**New NCPS**”) under Section 55(3) and other applicable provisions of the Companies Act (“**Proposed Transaction**”) on the following terms and conditions:

- i. The tenure of New NCPS would be 20 years, with an option with either party for an early redemption anytime.
- ii. The New NCPS shall carry dividend at the rate of 10.75%.
- iii. New NCPS shareholder has a right to vote only on resolutions placed before the shareholders which directly affect their rights attached to preference shares like winding up of the company or repayment of preference shares etc.
- iv. The New NCPS shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid.
- v. The New NCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to the payment of dividend and repayment in case of winding up or repayment of capital.
- vi. The New NCPS shall be non-participating and non-convertible.
- vii. No premium shall be paid on redemption of New NCPS.
- viii. The Preference shares shall carry voting rights as per Section 47(2) of the Companies Act, 2013
- ix. The New NCPS shall be redeemed only out of the profits of the Company which would otherwise be available for dividends or out of proceeds of fresh issue of preference shares made for the purpose of redemption.
- x. A Capital Redemption Reserve shall be created for the purpose of redemption.
- xi. The New NCPS will not be listed in any of the Stock Exchanges, since the same is on private placement basis.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 is as under:

1	The size of the issue and number of preference shares to be issued and nominal value of each share	2,73,15,264 Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each aggregating to Rs. 27,31,52,640.
2	The nature of such shares i.e. cumulative or noncumulative, participating or non-participating, convertible or non-convertible	The nature of New NCPS would be redeemable, -cumulative, non-participating and non-convertible.
3	The objectives of the issue	The issue will be made to accommodate redemption of existing 1,57,00,000 13.88% Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each of the Company.
4	The manner of issue of shares	The New NCPS are proposed to be issued on a private placement basis to M/s Timex Group Luxury Watches B.V., the holding company of the Company.
5	The price at which such shares are proposed to be issued	The New NCPS are proposed to be issued at face value of Rs. 10/- each.
6	The basis on which the price has been arrived at	Valuation of proposed issuance of redeemable preference shares has been done by Mr. Harpreet Singh, Registered Valuer and he has arrived at a valuation at Rs. 10 per share being in the nature of debt.
7	The terms of issue, including terms and rate of dividend on each share, etc.	The New NCPS shall be issued on a private placement basis and these shall carry dividend at the rate of 10.75%.  New NCPS shareholder will have a right to vote only on resolutions placed before the shareholders which directly affect their rights attached to preference shares like winding up of the Company or repayment of preference shares etc.  The New NCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to the payment of dividend and repayment in case of winding up or repayment of capital.
8	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The tenure of the New NCPS would be 20 years, with an option with either party for an early redemption anytime. The New NCPS are non-convertible and will be redeemed at par value.
9	The manner and modes of redemption	The New NCPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules as amended from time to time.
10	The Current Shareholding Pattern of the Company	The shareholding pattern of the Company as on June 30, 2023 is annexed to this Notice.
11	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the New NCPS to be issued are non-convertible.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issuance of preference shares on private placement basis are as follows:

1	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company, at its meeting held on July 14, 2023, approved the issuance of 2,73,15,264 -Cumulative Redeemable Non-Convertible Preference shares of Rs.10/- aggregating up to Rs. 27,31,52,640/- on private placement basis to M/s Timex Group Luxury Watches B.V., the holding company of the Company.
2	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue cumulative, non-convertible, non-participating redeemable preference shares of the face value of Rs. 10 at par.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Valuation of proposed issuance of redeemable preference shares has been done by Mr. Harpreet Singh, Registered Valuer and he has arrived at a valuation at Rs. 10 per share being in the nature of debt.
4	Name and address of valuer who performed valuation	Mr. Harpreet Singh, Registered Valuer, Securities or Financial Assets, Registration No. : IBBI/RV/06/2019/12112 Add: WZ24/1-B, F/F, Mukharjee Park, Tilak nagar, New Delhi-110018
5	Amount which the Company intends to raise by way of such securities	The Company intends to issue New NCPS amounting to Rs. 28,73,91,380 in terms Section 55(3) of the Companies Act for redeeming the NCPS alongwith accumulated dividend subject to deduction of withholding tax.

6	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	<p>The Company proposes to issue cumulative, non-convertible, non-participating and redeemable preference shares at a nominal value of Rs. 10/- per share to M/s Timex Group Luxury Watches B.V., the holding company of the Company, on a private placement basis.</p> <p>The tenure of New NCPS would be 20 years, with an option with either party for an early redemption anytime.</p> <p>The New NCPS shall be redeemed only out of the profits of the Company which would otherwise be available for dividends or out of proceeds of fresh issue of preference shares made for the purpose of redemption.</p> <p>A Capital Redemption Reserve shall be created for the purpose of redemption.</p> <p>The New NCPS proposed to be issued are unsecured and do not carry any charge on the assets of the Company.</p>
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There is no subsisting default in the redemption of preference shares issued from time to time by the Company, nor in payment of dividend due on any preference shares.

Issuance of New NCPS does not qualify as a material related party transaction as the issue size is not more than Rs. 1,000 crore and is less 10% of the annual turnover of the Company as per the last audited financial statements of the Company.

The proposal to issue of such Preference Shares to TGLW on a private placement basis requires the approval of the shareholders by way of a Special Resolution.

Further, the current Authorised Share Capital of the Company is Rs. 170 Crores comprising of Equity Share capital of Rs. 90 Crore and Preference Share capital of Rs. 80 Crore. The paid up Equity Share capital of the Company is Rs. 10.10 Crore and paid up Preference Share capital is Rs. 76.10 Crore. The Company is a subsidiary of TGLW by virtue of 74.93% of paid up equity share capital being held by TGLW. Rest of the Capital is held by public shareholders.

Since the proposed issue of Preference Shares exceeds the unissued part of Preference Shares lying in the Authorised Share Capital, it is therefore proposed to amend the Capital clause of the Memorandum of Association of the Company by reclassifying 50 Crore equity shares of Rupee 1 each into 5 Crore preference shares of Rs. 10 each. This requires the approval of the shareholders by a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item No. 3 and 4 of the Notice, except to the extent of their shareholding in the Company.

The Board of Directors recommends the resolutions set forth in Item No. 3 and 4 for the approval of the members by way of a special resolution.

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

Sd/-  
**Dhiraj Kumar Maggo**  
VP - Legal, HR & Company Secretary  
Membership No. F7609

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

**Dated: July 14, 2023**

## ANNEXURE TO ITEM NO. 2 OF THE NOTICE

### Details of Director seeking appointment at the 35th Annual General Meeting

(In pursuance of Secretarial Standards - 2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

<b>Name</b>	<b>Mr. David Thomas Payne</b>
<b>DIN</b>	07504820
<b>Date of birth/ age</b>	26 July 1971/51 years
<b>Nationality</b>	United State of America
<b>Qualifications</b>	Bachelor of Science degree in Computer Science from the University of Alabama, and a Juris Doctor degree from Washington & Lee University School of Law.
<b>Experience (including nature of expertise in specific functional areas)/ Brief Resume</b>	<p>Mr. David Thomas Payne is Senior Vice President, General Counsel, HR and Corporate Secretary for Timex Group, specializing in licensing, employment law, employee benefits, corporate finance, international distribution, advertising and trademark law. Since joining Timex Group in 2001, Mr. Payne has advised the company in significant transactions including the negotiation of license agreements with major fashion and luxury brands, mergers and acquisitions and bank financing agreements, as well as representing the company in litigation and environmental matters.</p> <p>Prior to joining Timex, Mr. Payne represented employers in commercial and employment litigation, and secured creditors in bankruptcy proceedings.</p>
<b>Terms and conditions of re-appointment</b>	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation
<b>Remuneration last drawn (including sitting fee, if any)</b>	Nil
<b>Remuneration last drawn (including sitting fee, if any)</b>	Nil
<b>Remuneration sought to be paid</b>	Nil
<b>Date of first appointment on the Board</b>	April 20, 2018
<b>Date of last re-appointment</b>	Not Applicable
<b>Shareholding (including beneficial ownership) in Timex Group India Limited as on March 31, 2023</b>	Nil
<b>Relationship with other directors, key managerial personnel of the Company</b>	Nil
<b>Number of Board Meetings attended for the FY 2022-23</b>	4 out of 4 Board meetings
<b>Name of Companies in which he/she holds directorship</b>	<ul style="list-style-type: none"> <li>• Time Master Watches and Accessories Private Limited</li> <li>• BTX, Inc.</li> <li>• Indiglo Corporation</li> <li>• Ingersoll Watch Company</li> <li>• Sequel eCommerce, Inc.</li> <li>• Sequel International, Inc.</li> <li>• Tiempo S.A. de C.V.</li> <li>• Time Factory, Inc.</li> <li>• Timex (Shanghai) Trading Co. Ltd.</li> <li>• Timex Espana S.A.</li> <li>• Timex Group Canada, Inc.</li> <li>• Timex Group Customer Service Europe GmbH</li> <li>• Timex Creative Lab S.r.l. f/k/a Timex Group Italia S.r.l.</li> <li>• Timex Group Luxury Watches B.V.</li> <li>• Timex Group USA, Inc.</li> </ul>

	<ul style="list-style-type: none"> <li>• Timex Licensing Corporation</li> <li>• Timex Limited</li> <li>• Timex Nederland B.V.</li> <li>• Timex Pension Trustee Company Limited</li> <li>• Timex Resources Limited</li> <li>• Timex Trustee Corporation</li> <li>• Timex.com, Inc.</li> <li>• Timexpo Corporation</li> <li>• TMX Limited N.V.</li> <li>• TMX Manufacturers B.V.</li> <li>• TMX Philippines, Inc.</li> <li>• TX Group Europe Limited</li> <li>• TX Watch Company, Inc</li> <li>• U.K. Time Manufacturing, Ltd.</li> <li>• Vertime B.V.</li> </ul>
<b>Name of Committees of other Indian Companies in which he/ she holds Membership</b>	None
<b>Name of Companies in which he/ she has resigned in the past three years</b>	• Giorgio Galli Design Lab S.r.l.

**ANNEXURE TO ITEM NO. 4 OF THE NOTICE  
SHAREHOLDING PATTERN OF TIMEX GROUP INDIA LIMITED  
AS ON JUNE 30, 2023**

Category of Shareholders		Equity Share Capital		Preference Share Capital	
		Number of shares	% of shareholding	Number of shares	% of shareholding
<b>A.</b>	<b>Promoter</b>				
<b>(1)</b>	<b>Indian</b>				
a)	Individual/HUF	0	0	0	0
b)	Central Government/ State Govt(s)	0	0	0	0
c)	Banks/FI	0	0	0	0
d)	Any other	0	0	0	0
<b>Sub-Total(A)(1):-</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2)</b>	<b>Foreign</b>				
a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0
b)	Other-Individuals	0	0	0	0
c)	Foreign Portfolio Investor	75645500	74.933	76100000	100
d)	Any Other (specify) - Bodies Corporate	0	0	0	0
<b>Sub-total (A)(2):-</b>		<b>75645500</b>	<b>74.933</b>	<b>76100000</b>	<b>100</b>
<b>Total share-holding of Promoter(A) =(A)(1)+(A)(2)</b>		<b>75645500</b>	<b>74.933</b>	<b>76100000</b>	<b>100</b>
<b>B.</b>	<b>Institutions (Domestic)</b>				
<b>1.</b>	<b>Institutions</b>				
a)	Mutual Funds	6400	0.01	0	0
b)	Venture Capital Funds	0	0	0	0
c)	Alternate Investment Funds	0	0	0	0
d)	Banks	2725	0.00	0	0
e)	Insurance Companies	0	0	0	0
f)	Provident / Pension Funds	0	0	0	0

g)	Asset Reconstruction Companies	0	0	0	0
h)	Sovereign Wealth Funds	0	0	0	0
i)	NBFCs registered with RBI	1500	0.00	0	0
j)	Other Financial Institutions	0	0	0	0
k)	Others(specify)	0	0	0	0
<b>Sub-total(B)(1):-</b>		<b>10625</b>	<b>0.01</b>	<b>0</b>	<b>0</b>
<b>2.</b>	<b>Institutions (Foreign)</b>				
a)	Foreign Direct Investment	0	0	0	0
b)	Foreign Venture Capital Investors	0	0	0	0
c)	Sovereign Wealth Funds	0	0	0	0
d)	Foreign Portfolio Investors Category I	354423	0.35	0	0
e)	Foreign Portfolio Investors Category II	15600	0.02	0	0
f)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0
g)	Any Other (specify)	0	0	0	0
<b>Sub- Total (B) (2)</b>		<b>370023</b>	<b>0.37</b>	<b>0</b>	<b>0</b>
<b>3.</b>	<b>Central Government/State Government</b>				
a)	Central Government/ President of India	0	0	0	0
b)	State Government / Governor	0	0	0	0
c)	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0	0
<b>Sub-Total (B) (3)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>4.</b>	<b>Non-Institution</b>				
a)	Associate companies / Subsidiaries	0	0	0	0
b)	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
c)	Key Managerial Personnel	1	0.00	0	0
d)	Relatives of promoters (other than immediate relatives of promoters disclosed under Promoter & PGC)	0	0	0	0
e)	Trusts where any person belonging to Promoter & PGC is trustee, beneficiary or author of the trust	0	0	0	0
f)	Investor Education and Protection Fund (IEPF)	0	0	0	0
g)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	15926753	15.78	0	0
h)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	4257318	4.22	0	0
i)	Non Resident Indians (NRIs)	807374	0.8	0	0
j)	Foreign Nationals	500	0.00	0	0
k)	Foreign Companies	1	0.00	0	0
l)	Bodies Corporate	2909658	2.88	0	0
m)	Any Other (specify)				
	i) Clearing Member	1125	0.00	0	0
	ii) Overseas corporate bodies	100	0.00	0	0
	iii) Trust	100	0.00	0	0
	iv) Resident HUF	1017122	1.01	0	0
	v) Director or Director's relative	3800	0.00	0	0
<b>Sub-Total (B) (4)</b>		<b>24923852</b>	<b>24.69</b>	<b>0</b>	<b>0</b>
<b>Total Public Shareholding(B) = (B)(1)+(B)(2) +(B)(3)+(B)(4)</b>		<b>25304500</b>	<b>25.07</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B)</b>		<b>100950000</b>	<b>100</b>	<b>76100000</b>	<b>100</b>