



September 27, 2022

The National Stock Exchange of India Ltd. "Exchange Plaza" C-1, Block-G Bandra Kurla Complex, Bandra (East) Mumbai – 400 051.	BSE Limited Phiroze Jeejeeboy Towers Dalal Street Mumbai – 400 001.
Symbol: LOVABLE Through: NEAPS	Scrip Code: 533343 Through: BSE Listing Centre

Dear Sir/ Madam,

Sub: Proceedings of the 35th Annual General Meeting of Lovable Lingerie Limited ("Company") held on September 27, 2022 pursuant to Regulation 30 read with clause 13 of para A of part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to the provisions of the Listing Regulations, we hereby submit the proceedings of the 35th Annual General Meeting of the Company as mentioned below:

1. Proceedings of 35th Annual General Meeting:

The 35th (Thirty Fifth) Annual General Meeting ("AGM" or "Meeting") of Lovable Lingerie Limited was held on Tuesday, September 27, 2022 at 11:00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board India ("SEBI") from time to time.

Mr. L. Vinay Reddy, Chairman & Managing Director, chaired the Meeting.

All the Directors of the Company had joined the Meeting thorough Video Conferencing.

Chairman welcomed all the members to the 35th Annual General Meeting of the Company and introduced the Directors on the Dais.

Mr. L Vinay Reddy, Chairman of the Company chaired the proceedings of the Meeting.

The Chairman declared that the requisite quorum was present.

Representatives, from M/s DMKH & Co., Statutory Auditors of the Company, from D. M. Zaveri & Co., Secretarial Auditors of the Company had also joined the Meeting through Video Conferencing.

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The Chairman declared that all the books and records required under the Companies Act, 2013 to be kept at the Annual General Meeting are available for inspection electronically.

With the permission of the members, the Chairman declared that the Notice convening the Meeting, having been circulated to the members to be taken as read.

The Chairman then declared that since there were no qualification, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the statutory auditors' report as specified under section 145 of the Companies Act, 2013, the same was not required to be read out at the Meeting except the qualification put by the Practising Company Secretary for the non-compliance of Regulation 6(1), 17(2), 18(2) (a), Para F and J of Part A of Schedule IV read with Regulation 33(1) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He then delivered his speech. He explained the members the performance and various other operational aspects of the Company.

The Chairman informed that the Company had provided facility for remote e-voting to Members through Link Intime India Private Limited in respect of all resolutions set out in the Notice of the AGM. The remote e-voting period commenced on September 24, 2022 at 09.00 a.m. (IST) and ended on September 26, 2022 at 05.00 p.m. (IST). For Members who had not exercised their right to vote by remote e-voting, the facility of e-voting at the AGM was made available by 'Insta Vote'.

Mr. Dharmesh Zaveri, of D.M. Zaveri & Co., Practising Company Secretary, was appointed as Scrutinizer for the remote e-voting as well as e-voting process at AGM and declare the voting results.

The following business(es) were put up for Shareholders approval at the Meeting as set out in the Notice of 35th AGM:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend on equity shares for the financial year ended 31st March, 2022.
3. To re-appoint of M/s. DMKH & Co., Chartered Accountants, as the statutory Auditor of the Company for another term of 5 (Five) years.
4. To appoint a Director in place of Mrs. Taruna Reddy (DIN: 02787135), who retires by rotation and being eligible, offers herself for re-appointment.



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



SPECIAL BUSINESS:

5. Appointment of Mr. Rajiv Kumar Mathur (DIN: 09639300) as an Independent Director of the Company.
6. Appointment of Mr. Amit Pandit (DIN: 02437092) as an Independent Director of the Company.
7. Appointment and remuneration of Vindamuri Giriraj (DIN: 09719564) as an Executive Director of the Company.
8. To Re-appoint Mr. L Vinay Reddy as the Managing Director cum Key Managerial Personnel (KMP) of the company for a period of 2 (Two) Years

Members who had registered themselves as speakers for the Meeting, raised queries pertaining to certain items which were suitably replied by Mr. L Vinay Reddy, Chairman & Managing Director of the Company.

The Chairman then requested the Scrutinizer to complete the scrutinizing process and submit the report to him/ person authorized by him.

The Chairman then stated that the results along with Scrutinizer's Consolidated Report on the e-voting done during the Meeting and voting done through remote e-voting will be submitted to the stock exchanges within 48 hours of the conclusion of the AGM and will also be placed on the website of the Link Intime India Pvt Ltd (the agency appointed for providing e-voting facility). The results will also be displayed on the notice board of the Company at its registered office and corporate office.

We would like to inform you that all the resolutions set out in the Notice of the AGM, were approved by the equity shareholders of the Company with requisite majority.

We would separately intimate the detailed voting result (remote e-voting and voting at the meeting through electronic voting system) to the stock exchanges.

2. Changes in Directors:

- a. Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the shareholders, have appointed Mr. Rajiv Kumar Mathur (DIN: 09639300) from Additional Independent Director to Independent Director at 35th Annual General Meeting of the Company for a term of 5 years with effect from June 29, 2022 to June 28, 2027.

We hereby confirm that Mr. Rajiv Kumar Mathur is not related to any Director of the Company. We also confirm that he has not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India (SEBI) or any such other authority in

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accordance with the circular dated June 20, 2018 issued by the Stock Exchanges.

The disclosure(s) as required pursuant to Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 09, 2015, for Mr. Rajiv Kumar Mathur was provided at the time of their appointment as Additional Independent Director, as per our letter dated June 29, 2022 to the Stock Exchanges, and also form part of the Notice of 35th Annual General Meeting.

- b. Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the shareholders, have appointed Mr. Amit Pandit (DIN: 02437092) from Additional Independent Director to Independent Director at 35th Annual General Meeting of the Company for a term of 5 years with effect from August 12, 2022 to August 11, 2027.

We hereby confirm that Mr. Amit Pandit is not related to any Director of the Company. We also confirm that he has not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India (SEBI) or any such other authority in accordance with the circular dated June 20, 2018 issued by the Stock Exchanges.

The disclosure(s) as required pursuant to Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 09, 2015, for Mr. Amit Pandit was provided at the time of their appointment as Additional Independent Director, as per our letter dated August 12, 2022 to the Stock Exchanges, and also form part of the Notice of 35th Annual General Meeting.

- c. Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the shareholders, have appointed Mr. Vindamuri Giriraj (DIN: 09719564) from Additional Director to Executive Director at 35th Annual General Meeting of the Company for a term of 5 years with effect from August 29, 2022 to August 29, 2027.

We hereby confirm that Mr. Vindamuri Giriraj is not related to any Director of the Company. We also confirm that he has not debarred from holding the office of Director by virtue of any order issued by the Securities and Exchange Board of India (SEBI) or any such other authority in accordance with the circular dated June 20, 2018 issued by the Stock Exchanges.

The disclosure(s) as required pursuant to Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III to the Listing

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Regulations read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated September 09, 2015, for Mr. Vindamuri Giriraj was provided at the time of their appointment as Additional Director, as per our letter dated August 29, 2022 to the Stock Exchanges, and also form part of the Notice of 35th Annual General Meeting.

d. Shareholders have approved the re-appointment of Mr. L Vinay Reddy as the Managing Director cum Key Managerial Personnel (KMP) of the company for a period of 2 (Two) Years, with effect from February 01, 2023 to January 31, 2025.

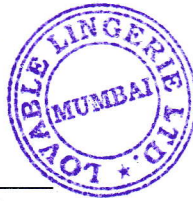
e. Completion of tenure of Independent Directors of the Company under Regulation 30 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (Listing Regulations):

In terms of provisions of Regulation 30 read with Schedule III of the Listing Regulations, this is to inform you that Mr. Gopal Krishan Sehjpal (DIN: 00175975) and Mr. Sivabalan Paul Pandian (DIN 01573458), ceased to be Independent Directors of the Company upon completion of their second term of 5 (Five) consecutive years at the close of business hours on 27th September, 2022.

We request you to kindly take note of the same.

Thanking you,

Yours faithfully,
For Lovable Lingerie Limited



Vineesh Vijayan Thazhumpal
Company Secretary & Compliance Officer
ACS 63683

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