



May 30, 2024

<b>The National Stock Exchange of India Ltd.</b> "Exchange Plaza" C-1, Block-G Bandra Kurla Complex, Bandra (East) Mumbai – 400 051  Symbol: LOVABLE Through: NEAPS	<b>BSE Limited</b> Phiroze Jeejeeboy Towers Dalal Street 0 Mumbai – 400 001  Scrip Code: 533343 Through: BSE Listing Centre
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**Sub: Annual Secretarial Compliance Report for the year ended on 31<sup>st</sup> March. 2024**

Dear Sir/ Madam,

Pursuant to Regulation 24A of Listing Regulations, please find enclosed herewith the Annual Secretarial Compliance Report for the financial ended 31<sup>st</sup> March 2024 issued by M/s. H K Gupta & Associates, Practicing Company Secretaries.

The above is also available on the Company's website i.e., <https://lovableindia.in/>

Yours faithfully,  
For **Lovable Lingerie Limited**

LATTUPALLI  
VINAY REDDY

Digitally signed by  
LATTUPALLI VINAY  
REDDY  
Date: 2024.05.30  
18:27:59 +05'30'

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L Vinay Reddy  
Managing Director  
DIN No: 00202619

**LOVABLE LINGERIE LTD.**

Regd. Office : A-46, Road No.2, Opp. IDBI Bank, M.I.D.C., Andheri (E), Mumbai - 400 093. INDIA Tel: 022-2838 3581 Telefax : 022-2838 3582  
Email : corporate@lovableindia.in • Website: www.lovableindia.in • CIN No: L17110MH1987PLC044835



## H. K. GUPTA & ASSOCIATES

### Company Secretaries

Office: 308, Chetak Centre, RNT Marg, Indore (M.P.) 452001

Email: [cshemantgupta@gmail.com](mailto:cshemantgupta@gmail.com), [hkgcs.indore@gmail.com](mailto:hkgcs.indore@gmail.com)

Contact: +91 83197-40940, 83588-11997

#### SECRETARIAL COMPLIANCE REPORT OF LOVABLE LINGERIE LIMITED FOR THE YEAR ENDED 31.03.2024

We have conducted the review of the compliance of the applicable statutory provisions and adherence to good corporate practices by **LOVABLE LINGERIE LIMITED** (hereinafter referred as '**the Listed Entity**'). Secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliance and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder, in the manner and subject to the reporting made hereinafter.

**We, M/s. H.K. Gupta & Associates, Company Secretaries** have examined:

- (a) All the documents and records made available to us and explanation provided by the Listed entity,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as maybe relevant, which has been relied upon to make this report,

for the financial year ended **31.03.2024** ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956("SCRA"), rules made there under and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"):

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (*Not applicable to the company during the review period*)
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (*Not applicable to the company during the review period*)
- (e) SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;(*Not applicable to the company during the review period*)
- (f) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;(*Not applicable to the company during the review period*)
- (g) SEBI (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;



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We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the Company as and wherever required and affirm that:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulation are adopted with the approval of board of director of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulation/circulars/guidelines issued by SEBI</li></ul>	Yes Yes	- -
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>	Yes Yes Yes	- - -
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>To examine details related to Subsidiaries of listed entities:</u> <ul style="list-style-type: none"><li>a) Identification of material subsidiary companies</li><li>b) Requirements with respect to disclosure of material as well as other subsidiaries</li></ul>	NA	The Company does not have any subsidiary company.



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<b>6.</b>	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulation and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations,2015	Yes	-
<b>7.</b>	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Director and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
<b>8.</b>	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all Related party translations b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transaction were subsequently approved /ratified / rejected by the Audit committee	Yes NA	Related party transactions were done with prior approval of audit committee.
<b>9.</b>	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations,2015 within the time limits prescribed there under.	Yes	-
<b>10.</b>	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of insider trading) Regulation,2015	Yes	-
<b>11.</b>	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulation and circulars/guidelines issued thereunder	Yes	-
<b>12.</b>	<b>Additional non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation /circular/guidance note etc.	NA	As per compliance check and confirmation by the management of the company. There was no additional non-compliance observed for SEBI regulation/circular/guidance note etc.



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We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars /guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circular/guidelines Including specific clause)	Regulations/Circular No.	Deviations	Action Taken by	Type of Action *	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification / Fine/ Show Cause Notice / Warning etc.					
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circular/guidelines Including specific clause)	Regulations/Circular No.	Deviations	Action Taken by	Type of Action *	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	Regulation 29(2)	Delay in submission of intimation of Meeting of Board of Directors for the financial results	BSE and NSE	Fine	Delay in submission of intimation of Meeting of Board of directors for the financial results to BSE and	Fine of Rs. 11,800 by BSE and Rs. 11,800 by NSE	In respect of non-Compliance of Regulation 29(2) where there was a delay in submission of intimation of board meeting of financial results to BSE and NSE and they have imposed fines of Rs. 11,800 each as per SEBI circular no. SEBI/HO/CFD/CM	Company has paid the fines with NSE and BSE on time. Also, the management will make sure Such	-



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			to BSE Limited ("BSE) and National Stock Exchange of India Limited ("NSE")			NSE		D/CIR/P/2020/12 dated January 22, 2020 and the same has been paid by the Company.	instances of delayed filings doesn't happen in future.	
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 34	Delay in submission of Annual Report for Financial Year 2021-22 to BSE Limited ("BSE) and National Stock Exchange of India Limited ("NSE")	BSE and NSE	Fine	Delay in Submission of Annual Report for Financial Year 2021-22 to BSE and NSE	Rs. 2,360 by BSE and Rs. 2,360 by NSE	In respect of non-compliance of Regulation 34(1)(a) where there was a delay in submission of Annual Report for the Financial Year 2021-2022 to BSE and NSE, and they have imposed fines of Rs. 2,360 each as per the as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12' dated January 22, 2020 and the same has been paid by the Company.	Company has paid the fines with 'NSE and BSE on time. Also the management will make sure such instances of delayed filings doesn't happen in future.	-
3.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 17(1)(c)	Composition of the Board of Directors	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Clarification	-	-	The Company had filed waiver application with SEBI dated November 11, 2021 to reconsider the request for waiver of fine for non-compliance pursuant to the Regulation 17(1)(c) of SEBI LODR Regulations. The NSE vide email dated April 12, 2022, informed the Company that they may reconsider the case only if the Company provides additional facts/submissions which were not forming part of the earlier submissions and in response to the same the Company had replied along with	We have Submitted our Response to NSE on April 19, 2022. We are awaiting a reply from NSE regarding with respect to the waiver application.	-



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								supporting documents to NSE on April 19, 2022. After which no communication has been received from NSE and the same is still under process.		
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\*Advisory/Clarification/Fine/Show Cause Notice /Warning etc.

- (c) During the year under review no appointment/ re-appointment/ resignation of statutory auditor of the company has occurred. The company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	As there is no resignation of Auditor, these clauses are not applicable
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of</p>	NA	There is no subsidiary company and there is no resignation of Statutory Auditor.







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Our report of **LOVABLE LINGERIE LIMITED** dated 30.05.2024 is to be read along with this letter:

1. Compliance with the provisions of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and the SEBI regulations and Circulars is the responsibility of the management of the Company. My responsibility is to express an opinion on these compliances based on our audit.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the compliance of SEBI LODR, SEBI regulations and SEBI Circulars. The verification was done on test basis to ensure that correct facts are reflected in the compliance records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, We have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of SEBI LODR and other SEBI regulations on test basis.
6. The Annual Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For: H K Gupta & Associates**  
**Company Secretaries**  
**Peer Review Cert. no. 3424/2023**

Hemant  
Kumar  
Gupta



**Hemant Kumar Gupta**  
**(Proprietor)**  
**M. No.: F12032**  
**C P No.: 17869**  
**UDIN: F012032F000498672**

**Date: 30.05.2024**

**Place: Indore**