

July 29, 2022

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

Scrip Code: 500414

Subject: 34th Annual General Meeting of the Company and voting results.

Dear Sir/Madam,

In continuation to our earlier letters in this regard, we would like to inform that the 34th Annual General Meeting (AGM) of the Company was held on Thursday, July 28, 2022 at 4.00 p.m. through Video Conferencing (VC)/ Other Audio Visual means (OAVM) and the business mentioned in the Notice dated May 26, 2022 was transacted.

In this regard, please find enclosed the following:

- 1) Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure I)
- 2) Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Annexure II)
- 3) Report of Scrutinizer dated July 29, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. (Annexure III)

A copy of above reports is being uploaded on the website of the Company.

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

Thanking you,
For Timex Group India Limited



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

Enclosures: as above

Summary of Proceedings of the 34th Annual General Meeting of the Company

The 34th Annual General Meeting (AGM) of the Members of Timex Group India Limited (the 'Company') was held on Thursday, July 28, 2022 at 4.00 p.m. through Video Conferencing (VC) / other Audio Visual Means (OAVM). The meeting was conducted in accordance with the circulars issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').

Mr. Dhiraj Kumar Maggo, VP - Legal, HR & Company Secretary welcomed the Directors, Members and Auditors to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC/ OAVM. He informed that in terms of Article 75 of the Articles of Association of the Company, Mr. David Thomas Payne, Chairman of the Company would Chair the Meeting and conduct the proceedings of the same. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. There was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors and Key Managerial Personnel attended the Meeting on video conference/ OAVM from their respective locations including Mr. David Thomas Payne, Chairman, Ms. Gagan Singh, Independent Director & Chairperson of the Audit Committee, Mr. Bijou Kurien, Independent Director & Chairman of the Stakeholders Relationship Committee, Mr. Pradeep Mukerjee, Independent Director & Chairman of the Nomination and Remuneration Committee, Mr. Sylvain Ernest Louis Tatu, Non-Executive Director, Mr. Deepak Chhabra, Managing Director, Mr. Amit Jain, Chief Financial Officer and Mr. Dhiraj Kumar Maggo, VP - Legal, HR & Company Secretary.

The representatives of Statutory Auditors and the Secretarial Auditors were also present at the AGM through VC/ OAVM. The requisite quorum being present, the Chairman called the meeting to order.

With the concurrence of the Members, the Notice convening the 34th AGM along with Annual Report, including the Auditors' Report and Audited Accounts of the Company being already circulated, were taken as read. There were no qualifications, observations or adverse remarks in the Statutory and Secretarial Auditor's Reports.

The Chairman addressed the members and gave an overview of the financial performance of the Company for the financial year ended 31st March 2022 and its future outlook.

Thereafter, the Chairman tabled the following items of business as set out in the Notice for the Members' approval by way of e-voting and briefed on the objective of each of them:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022, and the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Sylvain Ernest Louis Tatu (DIN: 09125924), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and fix their remuneration.
4. To issue, offer and allot 25,00,000 0.09% Non-Cumulative Redeemable Non-Convertible Preference shares to M/s Timex Group Luxury Watches B.V., Nederland, the Holding Company on Private Placement Basis.
5. To consider revision of remuneration of Mr. Deepak Chhabra, Managing Director of the Company by inclusion of Long-Term Incentive Plan.

The members were informed that the cut-off date for determining the eligibility to vote on the resolutions mentioned in the Notice of 34th AGM was July 22, 2022. In accordance with provisions of Companies Act, 2013 read with SEBI Regulations, the Company had, through National Securities Depository Limited (NSDL), provided the members the facility to cast their vote electronically, on the resolutions set forth in the Notice. The remote e-voting period had commenced on July 25, 2022 (09.00 am IST) and ended on July 27, 2022 (05.00 pm IST). Members who were present at the AGM and had not cast their votes earlier were provided an opportunity to cast their votes through remote e-voting facility made available during the AGM.

The members were further informed that the Board of Directors had appointed Mr. Neelesh Kumar Jain (FCS No. 5593), Proprietor, M/s NKJ & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The members were further informed that the consolidated results of voting along with consolidated Scrutinizer Report shall be announced on July 29, 2022 and would be submitted with the BSE Ltd. and displayed at the website of the Company.

The Members were then invited to express their views, offer their comments, make observations and seek clarifications, if any, on the operations and financial performance of the Company and on the resolutions set out in the Notice. The Members who had pre-registered themselves to speak at the Meeting were given an opportunity to speak and the Managing Director and the Chief Financial Officer responded to the queries raised by them.

Thereafter, the members were informed that they can cast their votes through e-voting for 15 minutes after conclusion of the meeting. Thereafter, the meeting was concluded with a vote of thanks to the Chairman.

The Chairman thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors and other invitees for joining the Meeting virtually.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting closed.

This is for your information and record.

Thanking you,
For Timex Group India Limited



Dhiraj Kumar Maggo
VP-Legal, HR & Company Secretary
Membership No.- F7609
Address: Unit No. 303, 3rd Floor, Tower B,
World Trade Tower (WTT), C-1,
Sector-16, Noida-201301, UP

Date: July 29, 2022
Place: Noida, UP

Annexure-II

Date of the AGM	July 28, 2022
Total number of shareholders on record date	48208
No. of shareholders present in the meeting either in person or through proxy Promoter and Promoter Group: Public:	No arrangement for a physical meeting or appointment of proxy was made as the AGM was held through VC/OAVM
No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	1 84

RESOLUTION NO. 1- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the Report of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75645500	75645500	100	75645500	0	100	0
	Poll		0	0	0	0	0	0
	Total		75645500	100	75645500	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275377	19068	0.075	18634	434	97.723	2.277
	Poll		0	0	0	0	0	0
	Total		19068	0.075	18634	434	97.723	2.277
Total		100950000	75664568	74.953	75664134	434	99.999	0.001

Juraj



RESOLUTION NO. 2- To appoint a Director in place of Mr. Sylvain Ernest Louis Tatu (DIN: 09125924), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	75645500	75645500	100	75645500	0	100	0
	Poll		0	0	0	0	0	0
	Total		75645500	100	75645500	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275377	19068	0.075	17134	1934	89.857	10.143
	Poll		0	0	0	0	0	0
	Total		19068	0.075	17134	1934	89.857	10.143
Total		100950000	75664568	74.953	75662634	1934	99.997	0.003

RESOLUTION NO. 3 - To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and fix their remuneration.

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	75645500	75645500	100	75645500	0	100	0
	Poll		0	0	0	0	0	0
	Total		75645500	100	75645500	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275377	19068	0.075	18124	944	95.049	4.951
	Poll		0	0	0	0	0	0
	Total		19068	0.075	18124	944	95.049	4.951
Total		100950000	75664568	74.953	75663624	944	99.999	0.001

Shrey



RESOLUTION NO. 4 - To issue, offer and allot 25,00,000 0.09% Non-Cumulative Redeemable Non-Convertible Preference shares to M/s Timex Group Luxury Watches B.V., Nederland, the Holding Company on Private Placement Basis

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	75645500	75645500	100	75645500	0	100	0
	Poll		0	0	0	0	0	0
	Total		75645500	100	75645500	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275377	19068	0.075	16305	2763	85.510	14.490
	Poll		0	0	0	0	0	0
	Total		19068	0.075	16305	2763	85.510	14.490
Total		100950000	75664568	74.953	75661805	2763	99.996	0.004

RESOLUTION NO. 5 - To consider revision of remuneration of Mr. Deepak Chhabra, Managing Director of the Company by inclusion of Long-Term Incentive Plan

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	75645500	75645500	100	75645500	0	100	0
	Poll		0	0	0	0	0	0
	Total		75645500	100	75645500	0	100	0
Public Institution	E-Voting	29123	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	25275377	19068	0.075	16734	2334	87.760	12.240
	Poll		0	0	0	0	0	0
	Total		19068	0.075	16734	2334	87.760	12.240
Total		100950000	75664568	74.953	75662234	2334	99.997	0.003

Deepak Chhabra



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Chairman of 34th Annual General Meeting of the Equity Shareholders of Timex Group India Limited held on Thursday, July 28, 2022 at 04:00 p.m. IST through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

1. I, Neelesh Kumar Jain, proprietor, NKJ & Associates, Company Secretaries, (Membership Number FCS-5593), have been appointed as Scrutinizer by the Board of Directors of Timex Group India Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 26 May 2022 ("Notice") issued in accordance with General Circular numbers 02/2022, 21/2021, 19/2021, 02/2021, 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number 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"), calling the 34th Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Thursday, July 28, 2022 at 04:00 p.m. IST through VC / OAVM.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I had to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015,



("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), an Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically by the Company and/ or National Securities Depository Limited (NSDL) for my verification.

Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e. July 22, 2022 were entitled to vote on the resolutions (item nos. 1, 2, 3, 4 & 5 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.


6. Remote e-voting process:

i. The remote e-voting period remained open from Monday, 25th July 2022 (9:00 a.m. IST) to Wednesday, 27th July 2022 (5:00 p.m. IST).

ii. The votes cast were unblocked on Thursday, 28 July 2022 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Swati Bansal and Mr. Mohnish Luthra, who are not in the employment of the Company and/ or National Securities Depository Limited (NSDL). They have signed below in confirmation of the same.



Mohnish Luthra



Swati Bansal

iii. Thereafter, the details containing *interalia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL), i.e. www.evoting.nsdl.com. Based on the report generated by National Securities



Depository Limited (NSDL) and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

7. E-voting process at the AGM:

i. After the time fixed for closing of the e-voting, the electronic system recording the e-voting (e-votes) was locked by National Securities Depository Limited (NSDL) under my instructions.

ii. The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / National Securities Depository Limited (NSDL) and the authorizations lodged with the Company/ National Securities Depository Limited (NSDL) on test check basis.

iii. The e-votes cast were unblocked on Thursday, 28 July 2022 after the conclusion of the AGM.

8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting, based on the reports generated by National Securities Depository Limited (NSDL), scrutinized on test-check basis and relied upon by me as under:

Resolution-1: Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022, and the Report of the Board of Directors and Auditors thereon.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total (%)
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total	
Assent	123	3	126	75663995	139	75664134	99.999
Dissent	22	0	22	434	0	434	0.001
Total	145	3	148	75664429	139	75664568	100
Invalid	0	0	0	0	0	0	0

Based on the above, the Resolution has been passed with requisite majority

Resolution-2: Ordinary Resolution



To appoint a Director in place of Mr. Sylvain Ernest Louis Tatu (DIN: 09125924), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of Members Casted Votes			Number of votes Casted			Total	(%)
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total		
Assent	120	3	123	75662495	139	75662634	99.997	
Dissent	25	0	25	1934	0	1934	0.003	
Total	145	3	148	75664429	139	75664568	100	
Invalid	0	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

Resolution-3: Ordinary Resolution

To Re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and fix their remuneration

Particulars	Number of Members Casted Votes			Number of votes Casted			Total	(%)
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total		
Assent	120	3	123	75663485	139	75663624	99.999	
Dissent	25	0	25	944	0	944	0.001	
Total	145	3	148	75664429	139	75664568	100	
Invalid	0	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

Resolution-4: Special Resolution



To issue, offer and allot 25,00,000 0.09% Non-Cumulative Redeemable Non-Convertible Preference shares to M/s Timex Group Luxury Watches B.V., Nederland, the Holding Company on Private Placement Basis

Particulars	Number of Members Casted Votes			Number of votes Casted			Total	(%)
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total		
Assent	119	3	122	75661666	139	75661805	99.996	
Dissent	26	0	26	2763	0	2763	0.004	
Total	145	3	148	75664429	139	75664568	100	
Invalid	0	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority

Resolution-5: Special Resolution

To consider revision of remuneration of Mr. Deepak Chhabra, Managing Director of the Company by inclusion of Long-Term Incentive Plan.

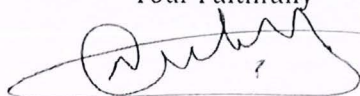
Particulars	Number of Members Casted Votes			Number of votes Casted			Total	(%)
	Remote E-Voting	E-Voting	Total	Remote E-Voting	E-Voting	Total		
Assent	116	3	119	75662095	139	75662234	99.997	
Dissent	29	0	29	2334	0	2334	0.003	
Total	145	3	148	75664429	139	75664568	100	
Invalid	0	0	0	0	0	0	0	

Based on the above, the Resolution has been passed with requisite majority



9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Mr. Dhiraj Kumar Maggo, VP- Legal, HR & Company Secretary, authorised by the Chairman, to take the custody of records, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You
Your Faithfully



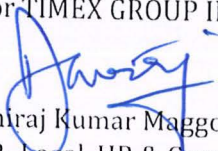
Scrutinizer
Name: Neelesh Kr. Jain
Practicing Company Secretary
FCS: 5593
CP No.: 5233

Date: 29 July 2022

Place: New Delhi

UDIN: F005593D000704544

Countersigned by:
For TIMEX GROUP INDIA LIMITED


Dhiraj Kumar Maggo
VP- Legal, HR & Company Secretary
On behalf of
David Thomas Payne
Chairman

