Lovable

NEW YORK. MILAN. TOKYO. SYDNEY

September 27, 2019

BSE Limited
P. J. Towers,
Dalai Street, Fort,
Mumbai – 400 001.
Stock Code: 533343

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G – Block
Bandra – Kurla Complex
Bandra (East),
Mumbai – 400 051.
NSE Code: LOVABLE

Sub: Scrutinizer Report for the Annual General Meeting of the Company held on September 26, 2019.

Dear Sirs,

Enclosed h/w is the consolidated report of the Scrutinizer on remote e-voting and voting through the ballot paper at the Thirty Second Annual General Meeting (AGM) of Lovable Lingerie Limited held on September 26, 2019 at 03:00 P.M. at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai-400069 in respect of all the resolutions as set out in the Notice dated August 10, 2019.

All the resolutions contained in the Notice of the above AGM were approved by the requisite majority of shareholders.

We request you to kindly take note of the same.

Thanking you,

Yours faithfully,

For **Lovable Lingerie Limited**

LOVABLE LINGERIE LTD. MUMBAI 400 093

DivyaShrimali
Company Secretary & Compliance Officer

Encl: as above

D. M. ZAVERI & Co.

Company Secretaries

CS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com **Tel.**: 022-28679660 **Mobile**: 98203 20503 **Website**: www.dmzaveri.com

Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
32nd Annual General Meeting of Equity Shareholders of
Lovable Lingerie Limited,
held on 26th September, 2019 at,
CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road,
Telli Galli, Andheri (East), Mumbai-400 069.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai**, was appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through ballot process at the venue of the 32nd Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 32nd AGM of the Equity Shareholders of Lovable Lingerie Limited **(Company)**, held on Thursday, 26th September, 2019, at CTC Banquets, Citi Point, Rajarshi Shahu Maharaj Road, Telli Galli, Andheri (East), Mumbai -400 069.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (remote e-voting) and voting by use of physical ballots by the shareholders at the venue of 32nd AGM on the resolution contained in the Notice of the 32nd AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the physical ballot voting at the 32nd AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

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on the report generated from the remote e-voting system provided by Central Depository Services Limited **(CDSL)**, the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 32nd AGM of the Company held on 26th September, 2019, facility of voting through ballot process was given to the members present in the meeting.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 32nd AGM. I have issued separate Scrutinizer's Report dated 27th September, 2019, on the remote e-voting and on the Poll through physical ballot.

The Result of remote e-voting together with that of the Poll is as under;

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
Item 1: Adoption of the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)								
E-voting	9445247	23	9445213	99.9996	2	34	0.0004	0
Poll	1302	28	1158	88.9401	3	144	11.0599	0
Total	**9446549**	**51**	**9446371**	**99.9981**	**5**	**178**	**0.0019**	**0**
Item 2: Declaration of final Dividend on Equity Shares at Rs. 0.50 /- per share for the financial year ended on 31st March, 2019. (Ordinary Resolution)								
E-voting	9445247	23	9445213	99.9996	2	34	0.0004	0
Poll	1302	28	1158	88.9401	3	144	11.0599	0
Total	**9446549**	**51**	**9446371**	**99.9981**	**5**	**178**	**0.0019**	**0**
Item 3: Re-appointment of Mrs. Taruna Reddy (DIN: 02787135), who retires by rotation and being eligible, offers herself for re-appointment. (Ordinary Resolution)								
E-voting	9445247	20	9444779	99.9950	5	468	0.0050	0
Poll	1302	31	1302	100.0000	0	0	0.0000	0
Total	**9446549**	**51**	**9446081**	**99.9950**	**5**	**468**	**0.0050**	**0**

D. M. ZAVERI & CO. ★ M. No. 5418 C.P. No. 4363 ★ COMPANY SECRETARIES

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Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
Item 4: Approval the Related Party Transactions. (Ordinary Resolution)								
E-voting	1308	12	1020	77.9817	4	288	22.0183	0
Poll	1302	28	1158	88.9401	3	144	11.0599	0
Total	**2610**	**40**	**2178**	**83.4483**	**7**	**432**	**16.5517**	**0**

All the resolutions voted through under remote e-voting and ballot/poll were passed with requisite majority.

The Promoters being related party and all other related parties have not voted in the above mentioned resolutions at Items No 4.

The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 32nd Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co
Practising Company Secretary

D. M. ZAVERI & CO. M. No. 5418 C.P. No. 4363 COMPANY SECRETARIES

Dharmesh Zaveri
(Proprietor)

Membership No.: 5418
C.P. No.: 4363

Place: Mumbai
Date: 27th September, 2019

COUNTERSIGNED BY :
For Lovable Lingerie Limited

LOVABLE LINGERIE LTD MUMBAI 400 093

Mr. Vinay Reddy
Chairman of the meeting