



Lovable



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ANNUAL REPORT
2013-2014

NEW LAUNCHES



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Annual General Meeting	25 th September, 2014
Time	3.00 P.M.
Venue	All India Plastics Manufacturers Association Auditorium, AIPMA House, A-52, Road No.1, MIDC, Andheri (East), Mumbai – 400 093

BOOK CLOSURE DATES
TUESDAY, 23RD SEPTEMBER 2014 - THURSDAY, 25TH SEPTEMBER 2014

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. L Vinay Reddy	Chairman & Managing Director
Mr. L. Jaipal Reddy	Whole-time Director
Mr. Sivabalan Paul Pandian	Independent Director
Mr. Gopal Sehjpai	Independent Director
Mr. G. Ashok Reddy	Whole-time Director
Mr. Anantharaman Mahadevan	Independent Director
Mr. V.T. Bharadwaj	Nominee Director
Mr. Dhanpat Kothari	Independent Director

CHIEF FINANCIAL OFFICER

Mr. R. Govindarajan

COMPANY SECRETARY

Ms. Darsha Sanghvi

STATUTORY AUDITORS

M/s. Vinodkumar Jain & Co.

Chartered Accountants

REGISTERED OFFICE & CORPORATE OFFICE:

A-46, Road No.2, MIDC, Andheri (East),

Mumbai – 400 093

CIN: L17110MH1987PLC044835

Phone : 022-2838 3581

Fax : 022-2838 3582

Email : corporate@lovableindia.in

Website: www.lovableindia.in

REGISTRAR AND SHARE TRANSFER AGENTS:

Link Intime India Pvt. Ltd.

C-13, Pannalal Silk Mills Compound, L.B.S Marg,

Bhandup (West), Mumbai 400 078.

Phone : +91 22 2594 6970

Fax : +91 22 2594 6969

Email : rnt.helpdesk@linkintime.co.in

BANKERS:

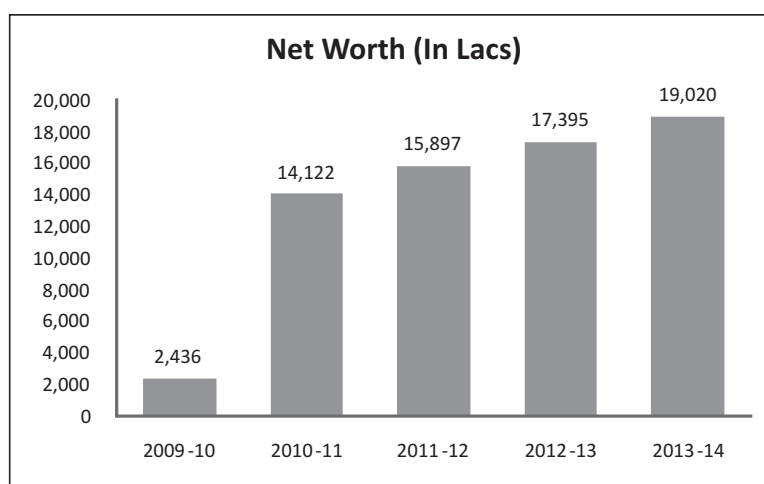
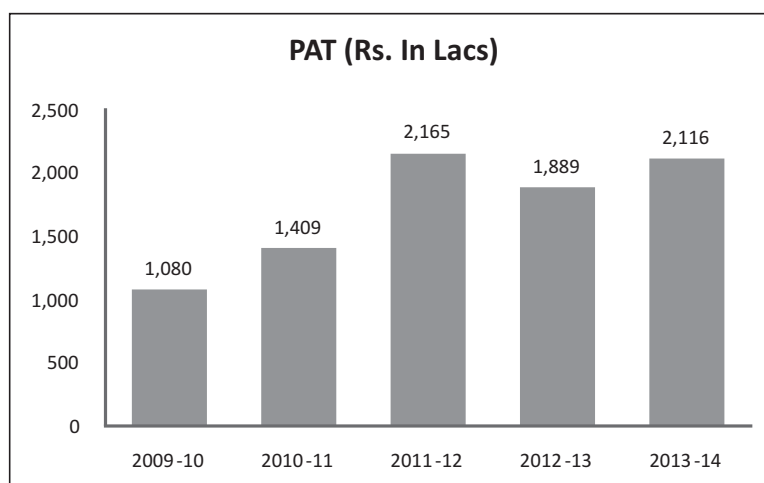
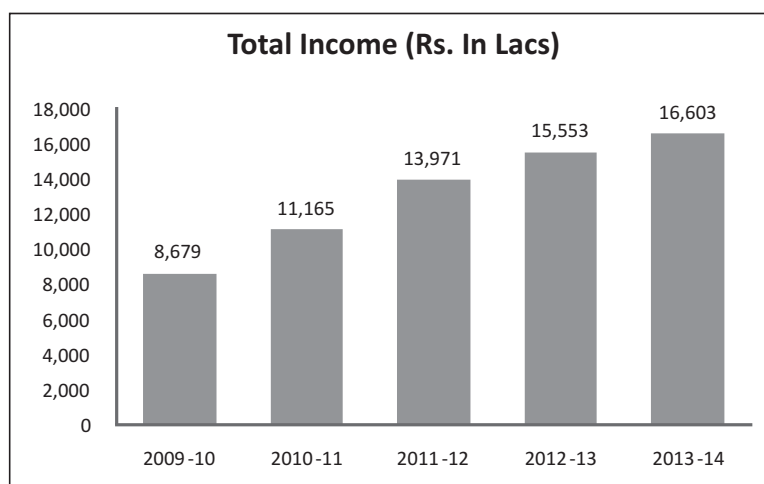
Bank of Baroda

INTERNAL AUDITORS:

S.H.Bathiya & Associates

Chartered Accountants

FINANCIAL STATISTICS					
(₹. In Lacs)					
Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
<u>FINANCIAL POSITION:</u>					
Net Fixed Assets	3964	4081	2722	1293	1278
Investments	10462	7982	9612	9305	198
Current Assets, Loans & Advances	8474	8771	5651	5100	3172
Deferred Tax Assets	-	-	-	-	-
Other Non-Current Assets	172	292	564	-	-
Total Assets	23073	21126	18549	15698	4648
Long Term loans	664	941	22	-	33
Long Term Provisions	141	135	109	-	-
Current Liabilities & Provisions	2978	2462	2417	1484	2092
Deferred Tax Liabilities	269	193	104	92	87
Total Liabilities	4053	3731	2652	1576	2212
Net Worth	19020	17395	15897	14122	2436
<u>Represented by:</u>					
Share capital	1680	1680	1680	1680	750
Reserves and Surplus	17340	15715	14217	12442	1686
Less: Misc. Expenditure not w/o	-	-	-	-	-
	19020	17395	15897	14122	2436
<u>OPERATING PERFORMANCE:</u>					
Total Income	16603	15553	13971	11165	8679
Excess Provision for Gratuity	-	-	-	-	25
Total Operating Expenditure	13242	12781	10991	9119	7047
Deferred Expenses	-	-	-	5	7
Earnings Before Interest and Depreciation	3361	2772	2980	2041	1650
Interest	160	39	59	54	93
Depreciation	315	185	150	137	131
Extra-Ordinary Items	-	-	-	-	-
Profit Before Tax	2886	2548	2771	1851	1426
Taxation	770	659	605	438	346
Profit After Tax	2116	1889	2165	1409	1080
Number of Equity Shares	16800000	16800000	16800000	16800000	7500000
Face Value of Share (₹.)	10	10	10	10	10
Earnings Per Share (₹.)	12.59	11.24	12.89	12.26	9.61



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th (Twenty Seventh) ANNUAL GENERAL MEETING** of the Members of **LOVABLE LINGERIE LIMITED** will be held at All India Manufacturers Association Auditorium, AIPMA House, A-52, Road No.1, MIDC, Andheri (East), Mumbai – 400 093, on Thursday, the 25th September, 2014 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the company for the year ended 31st March, 2014 including the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on the Equity Shares.
3. To appoint a Director in place of Mr. Ashok Reddy (DIN: 01679165), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. Appointment of Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and other provisions as may be applicable, if any, M/s. Vinodkumar Jain & Co., Chartered Accountants (Firm Registration No.111513W), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of three (3) years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 30 (Thirtieth) AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses, etc., as may be mutually agreed between the Audit Committee/Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. **Appointment of Mr. Gopal K. Sehjpal as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Gopal K. Sehjpal (DIN 00175975), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

6. **Appointment of Mr. Sivabalan P. Pandian as an Independent Director**

To consider and, if thought fit, to pass with or without modification (s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Sivabalan P. Pandian (DIN 01573458), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

7. Appointment of Mr. Anantharaman Mahadevan as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Anantharaman Mahadevan (DIN 00165226), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

8. Appointment of Mr. Dhanpat Kothari as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement(s), as amended from time to time, Mr. Dhanpat Kothari (DIN 03032242), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years, to hold office upto the conclusion of the 30th Annual General Meeting.

NOTES:

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), in respect of the special business under Item No. 5 to 8 set out above and details under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A Proxy Form is annexed to this Report. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours

before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

- c. The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 23rd September, 2014 to Thursday, 25th September, 2014 (both days inclusive) in connection with the AGM and for the purpose of dividend. Dividend of Rs. 2.50 per share (i.e., at the rate of 25% on face value of Rs.10/-) for the year ended 31st March, 2014 as recommended by the Board, if declared at the AGM, will be paid on or after 27th September, 2014 to those members whose names appear on the Register of Members on 22nd September 2014 after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 22nd September 2014. In respect of shares held through the depositories, dividend will be paid on the aforesaid date to the beneficial owners of shares whose names appear at the close of business hours on 22nd September 2014, as per details furnished by the depositories for this purpose.
- d. As on 31st March, 2014, the Company has unclaimed dividend for the financial year ended 31st March 2011 and subsequent financial year(s). Shareholders who have not yet encashed their dividend warrant(s), are requested to make their claim to the Registrar and Transfer Agents of the Company. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividends remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. However, for the amount of dividend so transferred, no claims shall lie against the Company or the said IEPF.
- e. Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the attendance slip duly filled in for attending the AGM. As a cost control measure, copies of the Annual Report will not be distributed at the Annual General Meeting.
- f. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agents and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participants.
- g. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, for assistance in this regard.
- h. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service ("NECS"), Electronic Clearing Service ("ECS"), mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LIPL"). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and LIPL to provide efficient and better Services. Members holding shares in physical form are requested to intimate such changes to LIPL.
- i. Payment of dividend through electronic mode (NECS) has the following advantages:

- Shareholder need not make frequent visits to his bank for depositing the physical warrants.
- Prompt credit to the bank account of the shareholder through electronic clearing.
- Fraudulent encashment of warrant is avoided.
- Delay/loss in postal transit is avoided.

Reserve Bank of India has initiated Electronic Clearing Service ("ECS") for credit of dividend directly to the bank account of Members. We would also like to draw your attention to Circular no. CIR/MRD/DP/10/2013 dated 21st March 2013 issued by Securities and Exchange Board of India to all listed companies, depositories, etc. to update bank details of shareholders holding shares in demat mode and/or physical mode, to enable usage of electronic mode of remittance i.e. ECS, NEFT, etc. for distributing dividends and other cash benefits to the shareholders.

Members are requested to register their Bank Account Details (Core Banking Solutions enabled account number and 9 digit MICR code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Link Intime India Private Limited.

- j. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- k. Members holding shares in multiple folios in the same name or in the same order of names are requested to consolidate their holding into a single Folio.
- l. Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, so that the information requested by them may be made available.
- m. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E-Communication Registration Form'(annexed hereto), available on the website of the Company www.lovableindia.in or write to M/s. Link Intime India Private Limited / Investor Service Department of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
- n. Members may also note that the Notice of the Twenty Seventh AGM and the Annual Report 2013-14 will be available on the website of the Company www.lovableindia.in and website of CDSL www.cdslindia.com. Members who require communication in physical form in addition to e-communication, may write to us at : corporate@lovableindia.in.
- o. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
- p. All documents referred to in the notice will be available for inspection at the Registered Office of the Company during normal business hours on working days upto the date of the AGM.