

TIMEX GROUP INDIA LIMITED

Regd. Office: JA-1203, 12th Floor, DLF Tower A, Jasola, New Delhi-110 025 Tel. 011-41021297

CIN: L33301DL1988PLC033434

Web : www.timexindia.com E-mail Id: investor.relations@timex.com

NOTICE FOR ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-seventh Annual General Meeting of the Members of TIMEX GROUP INDIA LIMITED will be held on Thursday, 6 August 2015 at 10.00 A.M. at the Air Force Auditorium, Subroto Park, New Delhi - 110010, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2015, and the Report of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mr. Anil Malhotra (DIN: 00713889), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. BSR & Co., LLP Chartered Accountants (Firm Registration No. 101248W), be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company in addition to reimbursement of all out of pocket expenses.”

SPECIAL BUSINESS

4. 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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Colin Davis Arsenault (DIN: 07156629), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Colin Davis Arsenault for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

5. 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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ryan Todd Roth (DIN: 05189012), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for

appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying his intention to propose the candidature of Mr. Ryan Todd Roth for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

Registered Office:
JA-1203, 12th Floor,
DLF Tower-A, Jasola,
New Delhi-110 025

Dated: 21 May 2015

**By Order of the
Board of Directors**

Sd/-
Shilpa Verma
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting (AGM). Proxies submitted on behalf of Companies, societies etc. must be supported by appropriate resolution/ authority as applicable.
3. The Members/ Proxies/ Authorized Representative attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
4. Duplicate attendance slip shall not be issued at the AGM venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the AGM.
5. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the AGM. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Corporate/ Registered Office of the Company.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 31 July 2015 to Wednesday, 5 August 2015.
9. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 4 and 5 is annexed hereto. Relevant details, in terms of Clause 49 of the Listing Agreement, in respect of Director retiring by rotation and proposed to be re-appointed and other Directors proposed to be appointed are annexed to this Notice.
10. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company at the following Address:

TIMEX GROUP INDIA LIMITED
(Investors Relation Department)
JA 1203, 12th Floor, DLF Tower A
Jasola, New Delhi 110025

Member whose shareholding is in electronic mode, are requested to direct change of address to their respective depository participant.

11. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the Company.
12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the AGM.
13. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at JA-1203, 12th Floor, DLF Tower-A, Jasola, New Delhi – 110 025 for the attention of Ms. Shilpa Verma, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
14. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays up to the date of AGM.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
16. Electronic copy of the Annual Report and Notice of the 27th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 27th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in the permitted mode.
17. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.timexindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: investor.relations@timex.com.
18. Securities and Exchange Board of India (SEBI) & the Ministry of Corporate Affairs (MCA) encourages paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail ID's with Alankit Assignments Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

19. In compliance with provisions of Section 108 of the Companies Act, 2013 and the Rules made there under, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this notice. The facility for voting, through ballot paper, will also be made available at the Annual General Meeting and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the company. The Scrutinizer shall submit a consolidated report of the total votes casted in favor of or against, if any, not later

than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman shall declare the result of the voting forthwith.

The result, along with Scrutinizers Report will be placed on the Company's website www.timexindia.com and on the website of CDSL immediately after the result are declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the Bombay Stock Exchange Ltd.

The instructions for e-voting are mentioned hereunder.

20. Mr. Neelesh Kumar Jain, practising Company Secretary, (Membership Number FCS 5593), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given below:-

- (i) The voting period begins on 3rd August 2015 at 10.00 AM and ends on 5th August 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30 July 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (Sequence Number is as mentioned on the Attendance Slip) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members

holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for 'Timex Group India Limited' to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 30 July, 2015 may follow the same instructions as mentioned above for e-voting and, if required, may obtain the sequence number by sending a request at rta@alankit.com or investor.relations@timex.com.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4

The Board of Directors based on the recommendations of Nomination and Remuneration Committee, appointed Mr. Colin Davis Arsenault as an Additional Director of the Company with effect from 21 May 2015 (pursuant to the provisions of Section

161(1) of the Act and the Articles of Association of the Company).

In terms of the provisions of Section 161(1) of the Act, Mr. Arsenault would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from the member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Arsenault for the office of Director of the Company.

Mr. Arsenault is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief resume of Mr. Colin Davis Arsenault, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice.

None of the Directors and key managerial personnel and their relatives, other than Mr. Colin Davis Arsenault himself, are deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

Item No 5

The Board of Directors appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Ryan Todd Roth as an Additional Director of the Company with effect from 13th November, 2014.

In terms of the provisions of Section 161(1) of the Act, Mr. Ryan Todd Roth would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from the member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ryan Todd Roth for the office of Director of the Company.

Mr. Ryan Todd Roth is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief resume of Mr. Ryan Todd Roth, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under clause 49 of the Listing Agreement with the Stock Exchanges, are annexed to this Notice.

None of the Directors and key managerial personnel and their relatives, other than Mr. Ryan Todd Roth himself, are deemed to be concerned or interested in this resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

Registered Office:
JA-1203, 12th Floor,
DLF Tower-A, Jasola,
New Delhi-110 025

Dated: 21 May 2015

**By Order of the
Board of Directors**

Sd/-
Shilpa Verma
Company Secretary

ANNEXURE TO ITEMS 2, 4 & 5 OF THE NOTICE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED IS FURNISHED BELOW:

Name of the Director	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with Other Directors)	Nature of Expertise	Name of Companies in which he/she holds Directorship	Name of Committees of the Companies of which he/she holds Membership
Mr Colin Davis Arsenault	09-09-1974 (NIL)	Bachelor of Arts Degree in Accounting from Bentley University (Not related with any Director of the Company)	Mr. Colin Arsenault is a seasoned financial executive with more than 17 years of Finance experience most recently as Chief Financial Officer of Timex Group USA Inc. He is experienced in Financial Planning, internal and external financial reporting, finance transformation, systems implementation, restructuring & strategy. Prior to joining Timex, Colin has worked for Gillette, Procter & Gamble, Nestle & Starwood Hotels with roles of increasing responsibility within Manufacturing, Commercial Operations & Corporate Finance including International assignments in Mexico & France.	<ul style="list-style-type: none"> • Timex Group Italia S.r.l • Timex Group Polaska Sp.zo.o. • Timexpo Corporation • TX Group Europe Ltd. • Vertime B.V. 	NIL
Mr Ryan Todd Roth	01-01-1977 (NIL)	Bachelor of Arts degree in Economics from the University of Connecticut, and a Jurist Doctor degree from the University Of Connecticut School Of Law. (Not related with any Director of the Company)	Mr. Ryan Roth is Vice President Legal and HR and Deputy General Counsel for Timex Group, specializing in licensing, employment law, employee benefits, corporate finance, international distribution, advertising and trademark law. Since joining Timex in 2005, Mr. Roth has advised the company in significant transactions including the negotiation of license agreements with major fashion and luxury brands, mergers and acquisitions and bank financing agreements, as well as the implementation of employee benefit plans. Prior to joining Timex, Mr. Roth represented insurance companies, banks, mezzanine funds and other lenders in secured and unsecured financing transactions, including private placements of debt and equity securities of foreign and domestic issuers, and the negotiation of out-of-court workouts, reorganizations and debt restructurings.	<ul style="list-style-type: none"> • Indiglo Corporation • Ingersoll Watch Company • Time Factory, Inc. • Time Master India Private Ltd. • Timex Espana S.A • Timex Group Luxury Watches B.V. • Timex Group Magyarorszag Kft. • Timex Group USA, Inc. • Timex Licensing Corporation • Timex Limited • Timex Pension Trustee Company Limited • Timex Portugal- Relojoaria Lda. • Timex Resources Limited • Timex (Shanghai) Trading Company Ltd. • Timex Trustee Corporation • Timex. com, Inc. • Timexpo Corporation • TMX Limited N.V. • TMX Philippines, Inc. • TX Watch Company, Inc. • U.K. Time Manufacturing Ltd. 	Timex Group USA, Inc. - Employee Benefits (Chairman) - Corporate Responsibility and Compliance (Chairman)

Name of the Director	Date of Birth (No. of Equity Shares held)	Qualification (Relationship with Other Directors)	Nature of Expertise	Name of Companies in which he/she holds Directorship	Name of Committees of the Companies of which he/she holds Membership
Mr Anil Malhotra	01-03-1960 (NIL)	Graduated with Economics Honours from Shri Ram College of Commerce, Delhi University and underwent training as an Officer Cadet at the India Military Academy. (Not related with any Director of the Company)	Mr. Anil Malhotra is the Founder and Chairman of The ICS Group with diversified interests in IT Education, Institutional Training, Consulting and Technology Entrepreneurship. He also has interests in the real estate sector encompassing institutional, commercial and high end residential segments. Mr. Malhotra founded ICS in 1983 at the age of 23, and became one of India's most well known success stories, pioneering computer education in over 1000 schools across the country and being instrumental in the IT education of over a million students. Mr. Malhotra is also the Chairman of Investopad, a new venture aimed at developing the next generation of Indian Internet entrepreneurs. The Investopad campus will foster aspiring entrepreneurs by helping provide access to institutional facilities of entrepreneurship education, seed, angel and venture capital, technology & business mentoring across a global network.	<ul style="list-style-type: none"> • ICS Credits Ltd • ICS International Pvt Ltd • JTV Consultants Pvt Ltd • Kings Township Pvt Ltd 	NIL

ATTENDANCE SLIP
TIMEX GROUP INDIA LIMITED

(CIN NO. : L33301DL1988PLC033434)
Address: JA-1203, 12th Floor, DLF Tower A, Jasola, New Delhi 110 025
Ph. No. 011-41021297; E-mail ID: investor.relations@timex.com

I certify that I am a member /proxy /authorized representative for the member of the Company.
I hereby record my presence at the Annual General Meeting of the Company being held on Thursday,
6th August 2015 at 10.00 a.m. at Air Force Auditorium, Subroto Park, New Delhi 110 010
Further, please register/ update my/ our under mentioned E-mail ID for sending all future Company's
correspondence:

E-mail ID.....

Name & Signature of Shareholder/ Proxy/ Authorised Representative

Note: Please complete the Attendance Slip and hand it over at the entrance of the meeting hall.

**ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON
VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.**

PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

TIMEX GROUP INDIA LIMITED

(CIN NO. : L33301DL1988PLC033434)
Address: JA-1203, 12th Floor, DLF Tower A, Jasola, New Delhi 110 025
Ph. No. 011-41021297; E-mail ID: investor.relations@timex.com

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No./ DP ID/ Client ID

I/We, being the member (s) of shares of Timex Group India Limited, hereby appoint

1. r/o having e-mail id....., signature.....or failing him
2. r/o having e-mail id....., signature.....or failing him
3. r/o having e-mail id....., signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on the 6th day of August 2015 at 10.00 a.m. at Air Force Auditorium, Subroto Park, New Delhi-110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Ordinary Business
1	Receive, consider and adopt the financial statement of the Company for the year ended 31 March, 2015 and the Report of the Auditors and Directors thereon.
2	Re-appointment of Mr. Anil Malhotra, Director who retires by rotation
3	Appointment of Auditors and fixing their Remuneration
Special Business	
4	Appointment of Mr. Colin Davis Arsenault as a Director
5	Appointment of Mr. Ryan Todd Roth as a Director

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

FORM B

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the company	Timex Group India limited
2	Annual financial statements for the year ended	31 March 2015
3	Type of Audit qualification *	Except for
4	Frequency of qualification	Since 31 March 2012
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	<p>Managerial remuneration of Rs 7.46 lakhs paid by the Company during the year ended 31 March 2012 was in excess of the amount approved by the Central Government. The Company's application for approval of such excess remuneration was rejected by the Central Government vide its letter dated 26 July 2012. The Company had requested the Central Government to re-consider the same and an application had been made in this regard by the Company vide its letter dated 30 August 2012.</p> <p>In response, the Company received direction from Central Government to recover the excess remuneration of Rs. 7.09 lakhs paid during the year ended 31 March 2012. Subsequently, the Company filed an application with the Central Government for waiver of such excess remuneration paid, since the concerned managerial person has resigned w.e.f. 31 January 2013. The Central Government vide its letter dated 18 November 2014, has rejected the application filed for waiver of excess remuneration paid. The Company is in the process of taking necessary steps for recovery of this amount from the erstwhile Managing Director.</p>
	Additional comments from the board/audit committee chair:	None