

TIMEX GROUP INDIA LIMITED

CIN: L33301DL1988PLC033434

Regd. Office: 106-107, Ambadeep, 14, Kasturba Gandhi Marg, New Delhi-110001
Tel: 011-41021297 **Web:** www.timexindia.com **Email:** investor.relations@timex.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-First Annual General Meeting of the Members of TIMEX GROUP INDIA LIMITED will be held on Friday, 2nd August, 2019 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 31st March 2019, and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. David Thomas Payne (DIN: 07504820), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:-

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable Rules and Regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company, the consent of the members of Company be and is hereby accorded to amend Sub-Clause 1 of Clause III (A) of Memorandum of Association of the Company by insertion of the following para (d) after the existing para (c):

(d) Safety and tracking devices, their cells/ batteries, cases, accessories, spares parts and components.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/ or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

Registered Office:
106-107, Ambadeep, 14, Kasturba
Gandhi Marg, New Delhi – 110 001

By Order of the Board of Directors
For and on behalf of Timex Group India Ltd

Sd/-
Dhiraj Kumar Maggo
GM-Legal & Company Secretary
Membership No. F7609

Dated: June 7, 2019

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL 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.

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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. 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 Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
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 Annual General Meeting. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received 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 July 31, 2019 to August 1, 2019 (both days inclusive).
9. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 3 is annexed hereto. Relevant details, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation and proposed to be re-appointed are annexed to this Notice.
10. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their depository participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate changes, if any, in their Registered Address along with Pin Code Number and the bank details immediately to the Registrar and Share Transfer Agent, M/s Alankit Assignments Limited.
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 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
13. Members desirous of seeking any information relating to the Annual Report of the Company may write to the Company at 106-107, Ambadeep, 14, Kasturba Gandhi Marg, New Delhi-110001 for the attention of Mr. Dhiraj Kumar Maggo, Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
14. Relevant documents referred to in the Notice are available for inspection at the Registered Office of the Company on all working days, (except Saturdays and Sundays and public holidays) between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting.
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 Registrar and 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 31st Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository participant(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 31st Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

17. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website, www.timexindia.com, and also on the website of BSE Limited for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection as mentioned in para 14 above. 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) encourage paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail ID's with M/s Alankit Assignments Limited, the Registrar & Share Transfer Agent 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 Registrar & Share Transfer Agent of the Company in respect of shares held in physical form and to their DPs in respect of shares held in electronic form.

19. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

20. Route Map showing directions to reach venue of the 31st AGM is provided as a part of this Notice.

21. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically through the e-voting services provided by NSDL, on all resolutions set forth in this Notice (Remote e-voting). 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 favour of or against, if any, within 48 hours of the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised 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 NSDL immediately after the result is declared by the Chairman or by any other person authorised by the Chairman, and the same shall also be communicated to the BSE Ltd.

22. Mr. Neelesh Kumar Jain, Proprietor, M/s N.K.J. & Associates, Company Secretaries, (Membership Number FCS 5593, Certificate of Practice No. 5233), has been appointed as the Scrutinizer to scrutinize the voting and Remote e-voting process in fair and transparent manner.

23. The Voting period begins on 30th July, 2019 at 9.00 AM and ends on 1st August, 2019 at 5.00 PM. During this period Members, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. 26th July, 2019, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter.

24. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nkj@nkj.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
25. 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. 26th July, 2019 may follow the same instructions as mentioned above for e-voting and, if required, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Company intends to undertake the business activities of trading and distribution of tracking devices, whether or not fitted into a watch. There is an increasing demand for tracking devices especially for women and children and the Company can distribute them through its established distribution network. This business will increase the presence of the Company in the wearable space.

Hence, to enable the Company to capitalize on these business opportunities, the Board of Directors of the Company has, vide its resolution passed on June 7, 2019, approved subject to the approval of the members, the amendment in Clause III (A) (Object Clause) of the Memorandum of Association of the Company in the manner as set out in the Special Resolution at Item no. 3 of this Notice.

The above mentioned alteration is to facilitate Company’s entry into new business areas as defined therein. The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing business activities of the Company. These will enable the Company to carry on its business economically and efficiently. Pursuant to the provisions of Section 4, 13, and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the Memorandum of Association of the Company requires the approval of the members by means of a Special Resolution.

A Copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the Registered Office of the Company.

None of the Directors and/or Key Managerial Personnel and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 3 for approval of the members as a Special Resolution.

Registered Office:

**106-107, Ambadeep, 14, Kasturba
Gandhi Marg, New Delhi – 110 001**

By Order of the Board of Directors

For and on behalf of Timex Group India Ltd

Sd/-

**Dhiraj Kumar Maggo
GM-Legal & Company Secretary
Membership No. F7609**

Dated: June 7, 2019

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ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking re-appointment at the 31st Annual General Meeting

(In pursuance of Secretarial Standards - 2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	Mr. David Thomas Payne
DIN	07504820
Date of birth/ age	26 July, 1971/47 years
Nationality	United States of America
Qualifications	Bachelor of Science degree in Computer Science from the University of Alabama, and a Juris Doctor degree from Washington & Lee University School of Law.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	<p>Mr. David Thomas Payne is Vice President, General Counsel and Secretary for Timex Group, specializing in licensing, employment law, employee benefits, corporate finance, international distribution, advertising and trademark law. Since joining Timex in 2001, Mr. Payne 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 representing the company in litigation and environmental matters.</p> <p>Prior to joining Timex, Mr. Payne represented employers in commercial and employment litigation, and secured creditors in bankruptcy proceedings.</p>
Terms and conditions of re-appointment	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation
Remuneration last drawn (including sitting fee if any)	NIL
Remuneration sought to be paid	NIL
Date of first appointment on the Board	April 20, 2018
Date of last re-appointment	NA
Shareholding in Timex Group India Limited as on March 31, 2019	NIL
Relationship with other directors, key managerial personnel of the Company	None
Number of Board Meetings attended	4

Name of Companies in which he/she holds directorship	<ul style="list-style-type: none"> • BTX, Inc. • Giorgio Galli Design Lab S.r.l. • Indiglo Corporation • Ingersoll Watch Company • Sequel eCommerce, Inc. (f/k/a U.S. Time, Inc.) • Sequel International, Inc. • Sequel Services AG in liquidation • Tiempo S.A. de C.V. • Time Factory, Inc. • Time Master India Private Limited • Timex (Shanghai) Trading Co. Ltd. • Timex Espana S.A. • Timex Group Canada, Inc. • Timex Group Customer Service Europe GmbH • Timex Group Italia S.r.l. • Timex Group Luxury Watches B.V. • Timex Group USA, Inc. • Timex Licensing Corporation • Timex Limited • Timex Nederland B.V. • Timex Pension Trustee Company Limited • Timex Resources Limited • Timex Trustee Corporation • Timex.com, Inc. • Timexpo Corporation • TMX Limited N.V. • TMX Ltd. • TMX Philippines, Inc. • TX Group Europe Limited • TX Watch Company, Inc. • U.K. Time Manufacturing, Ltd. • Vertime B.V.
Name of Committees of other Indian Companies in which he/she holds Membership	NIL

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ATTENDANCE SLIP
TIMEX GROUP INDIA LIMITED

(CIN : L33301DL1988PLC033434)

Regd. Office: 106-107, Ambadeep, 14, Kasturba Gandhi Marg, New Delhi-110 001
Ph. No. 011-41021297; E-mail ID: investor.relations@timex.com; Web: www.timexindia.com

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I certify that I am a member /proxy /authorized representative for the member of the Company.

I hereby record my presence at the 31st Annual General Meeting of the Company being held on Friday, 2nd August 2019 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.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

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 : L33301DL1988PLC033434)

Regd. Office: 106-107, Ambadeep, 14, Kasturba Gandhi Marg, New Delhi-110 001
Ph. No. 011-41021297; E-mail ID: investor.relations@timex.com; Web: www.timexindia.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 31st Annual General Meeting of the Company, to be held on Friday, the 2nd day of August 2019 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	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 st March 2019, and the Report of the Board of Directors & Auditors thereon
2	To appoint a Director in place of Mr. David Thomas Payne (DIN: 07504820), who retires by rotation and being eligible, offers himself for re-appointment
Special Business	
3	To approve amendment in the Object Clause of Memorandum of Association of the Company

Signed this..... day of..... 2019

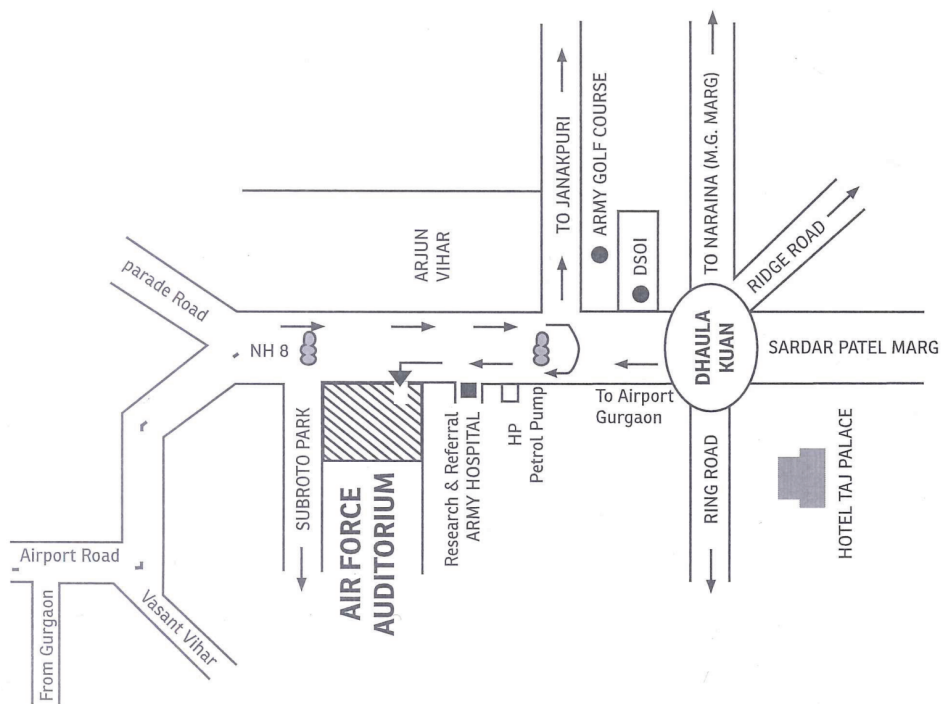
Signature of shareholder

Signature of Proxy holder(s)

**Affix
revenue
stamp**

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.

Route map to the venue of the 31st AGM of Timex Group India Limited



Venue: Air Force Auditorium, Subroto Park, New Delhi – 110 010

Landmark: Adjacent to Research & Referral, Army Hospital