

LOVABLE LINGERIE LTD. (LLL)

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS (THE “CODE”)

Approved by Board of Directors of LLL on 29th May 2015

Effective Date: 15th May 2015

LOVABLE LINGERIE LIMITED (LLL)
CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY
INSIDERS (THE “CODE”)

[Under Regulation 9(1) of SEBI (Prohibition of Insider Trading Regulations), 2015]

Effective Date: 15th May 2015

1. INTRODUCTION

The SEBI Regulations prohibit an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information.

In the normal course of business, the Directors, certain Employees and Connected Persons may have access to or possess privileged information/Unpublished Price Sensitive Information (“UPSI”) relating to LLL’s operations. Therefore, such persons have an important ethical and legal obligation not to engage in acts prohibited under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 (the “Regulations” or “SEBI PIT Regulations”) prohibiting the communication of UPSI to any person except as required under law. No Insider, including Designated Person, shall trade in the Company’s Securities that are listed or proposed to be listed on a stock exchange when in possession of, or having access to, UPSI.

Further, procuring any person to Trade in the securities of any company on the basis of UPSI is also prohibited under the SEBI Regulations and the securities laws. Violations of the SEBI Regulations and the securities laws subject Insiders to severe penalties including fines and imprisonment.

However, an Insider may prove his innocence in the manner prescribed in the Regulations. Along with regulating, monitoring and reporting insider trading, the Regulation protects interest of the investors as well as ensures fair dealings in the securities market.

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2. DEFINITIONS

In this Code, unless otherwise defined, the terms used have the meaning as defined under the Regulations:

- a. “Act” shall mean the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b. “Board” shall mean the board of directors of Lovable;
- c. Code - Lovable Lingerie Limited (the “ Company” or “LLL”) Code of Conduct to regulate, monitor and report trading by Insiders, as approved and modified by Board of Directors of the Company from time to time.
- d. Compliance Officer - any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for

legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the board of directors of the listed company or the Company Secretary for the purpose of administration of the insider trading policy.

- e. Connected Persons - this term shall have the meaning given to it under Regulation 2(d) of the Regulations and includes –
- i. A director of the Company;
 - ii. A Key Managerial Personnel of the Company;
 - iii. An Officer of the Company;
 - iv. Any person who is or has been in a contractual or fiduciary or employment relationship at any time in the six month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, (x) allowed access to UPSI or (y) reasonably expected to be allowed access to UPSI;
 - v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, (x) allowed access to UPSI or (y) reasonably expected to be allowed access to UPSI;
 - vi. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI;
 - vii. Any person who has a professional or business relationship and that relationship that, directly or indirectly, (x) allows access to UPSI or (y) is reasonably expected to allow access to UPSI;

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI -

- a An Immediate Relative of Connected Persons;
- b A holding company or associate company or subsidiary company;
- c An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
- d An investment company, trustee company, asset management company or an employee or director thereof;
- e An official of a stock exchange or of clearing house or corporation;
- f A member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof;
- g A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;
- h An official or an employee of a self-regulatory organization recognised or authorized by the SEBI;
- i A banker of the Company;
- j A concern, firm, trust, Hindu undivided family, company or association of

persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten percent of the holding or interest.

And shall also include the promoters and members of the promoter group of the Company and such other persons as may be identified by the Company from time to time.

- f. Designated Persons – Directors, Key Management Personnel, Connected Persons and employees as designated on the basis of their functional role in the Company such as :
- I. Promoters of the Company;
 - II. Directors of the Company and its subsidiaries, if any;
 - III. Every employee in the Category of “Manager” and above;
 - IV. Any other employee as may be determined and informed by the Compliance Officer from time to time.
 - V. All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department of the Company.
 - VI. Immediate Relatives of I to V above.
- g. Generally available information – this means information that is accessible to the public on non- discriminatory basis. In this regard, information published on the website of the stock exchanges where the equity shares of the Company are listed as well as on the website of the Company would ordinarily be treated as generally available.
- h. Immediate Relative – means the spouse of the Designated Person and includes parent, sibling and child of such Designated Person or of the spouse, any of whom is either dependent financially on such Designated Person or consults such Designated Person in taking decisions relating to trading in Securities.
- i. Insider – this term shall have the meaning as assigned to it under Regulation 2(g) of the Regulations and means any person who is:
- Connected Person or
 - in possession of or having access to UPSI.
- j. Key Management Personnel - this term shall have the meaning as assigned to it under Section 2(51) of the Companies Act, 2013, as amended.
- k. Promoter - “Promoter” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- l. Securities - this term shall have the meaning assigned to it under the Securities Contracts Regulation) Act,1956 or any modification thereof except units of a mutual fund.
- m. Trade, Traded or Trading - means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any Securities of the Company.
- n. Trading day - means a day on which the recognized stock exchanges are open for

trading.

- o. Unpublished Price Sensitive Information or UPSI - Any information which relates to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not be restricted to, information relating to the following:
- financial results;
 - dividends;
 - change in capital structure
 - mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - changes in Key Managerial Personnel; and
 - material events in accordance with the listing regulations.
- p. Working Day - working day of the Company.

Words and expressions used and not defined in these Rules but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3. APPLICABILITY & DECLARATION

- a. The Code is applicable to all Designated Persons and to the extent specified, to their Immediate Relatives.
- b. All Designated Persons are advised to carefully go through and familiarize themselves with and adhere to the Code.
- c. In case a Designated Person holds Securities jointly with any other person, related or not, such holding will be considered as the holding of the Designated Person. Accordingly, all the provisions of the Code shall be applicable in totality.
- d. All Designated Persons are required to give their understanding⁵ of and agreement to comply with the Code by signing a Declaration in the format prescribed in **Annexure A – Declaration by Director/ Designated Person.**

4. COMPLIANCE OFFICER & HIS RESPONSIBILITIES

- a. The Compliance Officer shall be responsible for the implementation of the Code under the overall supervision of the Board of Directors of the Company. He shall also be responsible for setting forth policies and procedures for various activities mentioned in the Code, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and granting pre-trading approvals to the Designated Persons for trading in the Company's Securities, by them or their Immediate Relatives.

In the absence of the Company Secretary, any other person as may be designated

by the Managing Director/Whole-time Director shall be the Compliance Officer for the purpose of this Code.

- b. The Compliance Officer shall provide reports to the Chairman of the Audit Committee, if any or to the Chairman of the Board of Directors regarding details of Trading in the Securities by Designated Persons annually.
- c. The Compliance Officer shall assist all Designated Persons in addressing any clarification regarding the Regulations or the Code.

5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a. All Designated Persons shall maintain confidentiality of all UPSI coming into their possession, or control or access.
- b. All information shall be handled within the Company on a need-to-know basis and no Insider shall communicate, provide or allow access to any UPSI except in furtherance of the Insider's legitimate purposes, performance of duties of his legal obligations.

Limited access

- c. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

Chinese Walls

- d. To prevent the misuse of UPSI, the Company shall follow the 'Chinese Wall' approach and separate those departments which routinely have access to such information, considered as "inside areas" from other departments, considered as "public areas". Employees in the inside areas shall not be allowed to communicate any UPSI to anyone in the public areas, except as may be required on a need-to-know basis in accordance with the Code and the Regulations.

6. PROHIBITION ON INSIDER TRADING

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An Insider shall not, directly or indirectly, –

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided the restriction in 4 (i) above shall not apply to:

- (a) a transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of these Rules and both parties

had made a conscious and informed trade decision; and

(b) Trades pursuant to a Trading Plan set up in accordance with these Rules.

7. **TRADING WINDOW**

All Designated Persons shall be subject to Trading restrictions as enumerated below:

- a. The “Trading Window” for the purpose of Code shall mean the period during which Trading is permitted.
- b. The Trading Window shall be closed when the Compliance Officer determines that Designated Persons can reasonably be expected to have possession of UPSI, including for the following purposes-
 - i. 10 days before declaration of financial results(periodical or annual),
 - ii. 10 days before declaration of dividends(interim or final),
 - iii. change in capital structure,
 - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions,
 - v. changes in key managerial personnel,
 - vi. material events in accordance with the listing agreement, and
 - vii. such other events as the Compliance Officer may find appropriate.

The Trading Window shall re-open 48 hours after UPSI is announced to the Stock Exchanges.

- c. Designated Persons and their Immediate Relatives shall not, either directly or through their advisors including investment managers, brokers, or other persons Trading for or on behalf of their account, Trade in Securities when the trading window is closed.
- d. The Trading Window Closure Period may also be made applicable, generally or selectively, to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the Company.

8. **PRE-CLEARANCE OF TRADES**

- a. Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person or his / her Immediate Relatives. Such pre-trading approval would be necessary, if the transactions (either single or aggregate) in any financial year exceeds Rs. 5,00,000/-.
- b. An application for pre-clearance along with an undertaking in favour of the Company shall be made in the format prescribed in **Annexure B- Application cum Undertaking for Pre-clearance of Trade** to the Compliance Officer.
- c. No Designated Persons shall apply for pre-clearance of any proposed Trade by

such Designated Person or his/her Immediate Relative if such Designated Person or his/her Immediate Relative is in possession of UPSI even if the trading window is not closed.

- d. The Compliance Officer shall consider the application made as above, inter alia, having regard to the Trading Window, and may clear/refuse to clear the same, without assigning any reason(s) for refusal to clear the same.
- e. The trades that have been pre-cleared would need to be executed by the Designated Persons or his/her Immediate Relative, within 7 (seven) Trading Days from the date of pre-clearance, failing which fresh pre-clearance would need to be sought from the Compliance Officer.
- f. On receipt of the application, the Compliance Officer shall scrutinize the application and grant his approval/rejection within three Working Days after the receipt of the application.
- g. The Designated Person or Immediate Relative, as the case may be, shall file within 2 (two) Trading days of the execution of the Trade, the details of such Trade, with the Compliance Officer in the format prescribed in **Annexure C– Reporting/ Confirmation of execution of pre-cleared Trade**. In case the transaction is not undertaken, a report to that effect shall be filed in the format prescribed in **Annexure D – Reporting of non-execution of pre-cleared Trade** within 2 (two) Trading days from the expiry of 7 (seven) Trading Days.

A Designated Person who Trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

9. TRADING PLANS

An Insider shall be entitled to formulate a trading plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Designated Person shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading

Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

10. QUIET PERIOD

The Company shall have quiet period prior to release of its financial results every quarter. During the quiet period, the Company's authorized spokespersons are not permitted to discuss the financial performance, earnings expectations and any other sensitive business matters with any analysts, institutional investors, key customers, media or public in general. Usually, during quiet period the Company should avoid making any major change / developments. The Key Managerial Personnel of the Company are authorised to decide any exceptions in this regard during the quiet period and certain major UPSIs can be notified to the Stock Exchanges. E.g. Receipt of significant orders.

The quiet period starts 10 days prior to the date of the Board Meeting for approval of quarterly/annual financial results and ends 48 hours after the announcement of the financial results to the Stock Exchanges.

11. OTHER RESTRICTIONS/ MINIMUM HOLDING PERIOD

- 1) All Designated Persons and their Immediate Relatives who are permitted to Trade shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next **6 months** following the prior Trade.

In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

- a. In case the sale of Securities of the Company is necessitated due to personal reasons like marriage or education expenses or due to medical emergencies the holding period referred to above may be waived by the Compliance Officer after recording the reasons in this regard provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed. The format for application of waiver of minimum holding period is provided in **Annexure E**.
- b. Notwithstanding the above, should the Designated Person or his/her Immediate Relative executes an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

12. REPORTING REQUIREMENTS

1. Initial Disclosure

Initial Disclosures to be made by the Designated Employees at the time of effectiveness of this Code as per the below requirements.

By whom	To whom	What is to be disclosed	When to be disclosed	Form
Promoter Designated Employees	Compliance Officer	Holding of securities of the Company as on the date of this Code taking effect i.e. May 30, 2015	Within 30 days of the Code taking effect i.e. May 30, 2015	<i>Form A</i>
Promoter Designated Employees	Compliance Officer	Holding of securities of the Company as on the date appointment or becoming Promoter	Within 7 days of such appointment or of becoming Promoter	<i>Form B</i>

2. Continual Disclosure

By whom	To whom	What is to be disclosed	When to be disclosed	Form
Promoter Designated Employees	Compliance Officer	Number of such shares acquired or disposed	Within 2 trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakhs or such other value as	<i>Form C</i>

			may be specified.	
Company	BSE & NSE	Details of above disclosure	Within 2 trading days of receipt of disclosure or becoming aware of such disclosure	<i>Form C</i>

- a. Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his/her holding, and the holding of his/her Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer within 30 (thirty) days of the Regulations taking effect in the format prescribed in **Annexure F – Initial Disclosure by Promoter, Key Managerial Personnel and Director.**
- b. Every person on appointment as a Key Managerial Personnel or Director of the Company or any person upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter. Such disclosure shall be made in the format prescribed in **Annexure G–Initial Disclosure on appointment of Key Managerial Personnel or Director upon becoming a Promoter.**
- c. Every Promoter, Employee and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two Trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lacs. Such disclosure shall be made in the format prescribed in **Annexure H – Continual Disclosure by Promoter, Key Managerial Personnel and Director.**
- d. The Company shall notify the particulars of such trading to all Stock Exchanges on which the company is listed, within two Trading days of the receipt of the disclosure or from becoming aware of such information.
- e. The Compliance Officer shall maintain records of all the declarations and disclosures in the appropriate form given by the Designated Persons for a minimum period of five years.
- f. The Compliance Officer may require other Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and frequency as he may determine.

The Compliance Officer shall maintain records of all the disclosures/declarations/undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

13. CODE OF FAIR DISCLOSURE

The Company has prepared a code of fair disclosure and conduct as required by the Regulations. The Code is uploaded on its website: www.lovableindia.in.

14. PENALTY AND PROSECUTIONS FOR CONTRAVENTION OF THE CODE

1. All Designated Employees and Connected Persons shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.
2. Any Designated Employee and Connected Person who violates the Code shall be subject to disciplinary action, as may be deemed fit by the Board of Directors of Lovable. Any Employee who violates the Code shall be subject to disciplinary action, which may include freeze on emoluments, ineligibility for future participation in the stock option plans or suspension/termination of service/contract, ineligible for future participation in the Company's stock option plans or any other action as may be deemed fit by Managing Director / Whole-time Director / Compliance Officer.
3. Insider Trading attracts severe monetary penalties and other consequences. The regulatory agencies as well as aggrieved third parties have the right to proceed against the person violating the Regulations by way of injunctive action, nullification of the Trading, etc.
4. Any Designated Person who Trades in Securities of the Company or communicates any information for Trading in Securities of the Company in contravention of the Code shall be penalised and appropriate action shall be taken by the Board of Directors of the Company.
5. In case it is observed that there has been a violation of the Regulations, the Board of Directors of the Company shall report such violation to SEBI promptly.
6. Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.
7. Under Section 195 of the Companies Act, 2013, any person, including Director or Key Managerial Personnel of a company, who enters into insider trading, shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than Rs. 5 lakhs (Rupees five lakhs) but which may extend to Rs. 25 crore (Rupees twenty-five crore) or three times the amount of profits made out of insider-trading, whichever is higher, or with both.

15. MISCELLANEOUS

- 1) The Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.
- 2) The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and (c) a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'.
- 3) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with these Rules. In case such persons observe that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly.

16. SCHEDULES

Schedule No.	Details
1	Letter to Director/Designated Persons

17. ANNEXURES

The following annexures as attached form part of Code.

Annexure No.	Details
A	Declaration by Director / Designated Person ¹³
B	Application cum Undertaking for Pre-clearance of Trade
C	Reporting / Confirmation of execution of pre-cleared Trade
D	Reporting of non-execution of pre-cleared Trade
E	Application for waiver of minimum holding period
F	Form A - Initial Disclosure by Promoter, Key Managerial Personnel and Director
G	Form B - Initial Disclosure on appointment of Key Managerial Personnel or Director or upon becoming a Promoter.
H	Form C - Continual Disclosure by Promoter, Key Managerial Personnel and Director

SCHEDULE 1

Draft Letter to Director / Designated Persons

Date:

To,
All Directors and Designated Persons as per list attached

Lovable lingerie Limited (the “Company”) – Code of Conduct to regulate, monitor, and report trading by insiders (THE “CODE”)

Under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, it is mandatory for all listed companies to adopt a Code of Conduct to regulate, monitor and report trading by its Designated Persons to achieve compliance with the Regulations. The attached Code, duly approved by the Board of Directors of the Company has been adopted by the Company in supersession of earlier code. This new Code comes into effect from **May 15, 2015**.

The Code is applicable to all the Directors, Employees and other Connected Persons of the Company identified as Designated Persons. Since you are a Director / have been identified as one of the Designated Persons, the provisions of Code are applicable and binding upon you. Please note that any violation of Code is an offence and shall be penalised and appropriate action shall be taken by the Company Board and/or SEBI, as the case may be.

You are required to give your understanding of and agreement to comply with Code by signing a Declaration in Annexure A as well as submit the Initial Disclosures in the format prescribed in **Annexure F – Initial Disclosure by Promoter, Key Managerial Personnel and Director** within 30 (thirty) days of this Code becoming effective

or

You are required to give your understanding of and agreement to comply with Code by signing a Declaration in Annexure A as well as submit the Initial Disclosures in the format prescribed in **Annexure G – Initial Disclosure on appointment of Key Managerial Personnel or Director or upon becoming a Promoter** within 7 (Seven) days of your joining.

The undersigned has been appointed as the Compliance Officer for the purpose of this Code. In case you need any clarifications regarding the Code, please contact the undersigned.

Yours Sincerely,
For Lovable lingerie Limited

Darsha Sanghvi
Company Secretary
Lovable lingerie Limited,
A-46, Road No.2, MIDC,
Andheri (E),
Mumbai - 400 093.
Tel: 022-2838 3581; Email: darshasanghvi@lovableindia.in

DECLARATION BY DIRECTOR/ DESIGNATED PERSON

To:

The Compliance Officer,
Lovable lingerie Limited (the "Company")
A-46, Road no.2,
M.I.D.C., Andheri (E),
Mumbai - 400 093.

From

Name :
Designation :
CompanyName :
Tel. No. & Email :

I, the undersigned, being a Director / Designated Person as defined under the Code, hereby declare and confirm as under:

1. I have received, read and understood the Code;
2. I agree to comply with Code and that I and my Immediate Relatives shall be bound by the Code to the extent applicable to us;
3. I agree to hold the Company harmless in the event of any investigation against me and / or my Immediate Relatives for any Insider Trading by the regulatory agencies;
4. I agree to compensate the Company for all economic losses, loss / damage to the Company's public image, fines imposed on the Company, any penalty imposed on the Company, suffered in or as a result of any investigation by regulatory agencies into my or my Immediate Relatives Trades; and
5. I agree to compensate the Company for all legal expenses incurred in defending itself in such investigations.

Date :

Signature :

Place :

Name & designation:

ANNEXURE B

**Application cum Undertaking for Pre-clearance of
Trade**
[Under Clause [7(b)] of the Code]

To:

The Compliance Officer,
Lovable lingerie Limited(the “Company”)
A-46, Road no.2,
M.I.D.C., Andheri (E),
400093.

From:

Name :
Designation :
CompanyName :
Tel. No. & Email : Mumbai-

Pursuant to Clause [7(b)] of the Code, I, the undersigned, hereby seek your approval to Trade in the Securities of the Company as per details given below:

S.N.	Particulars	Remarks
1.	Name of Designated Person proposing to Trade	
2.	PAN of the person Trading in Securities of the Company	
3.	Designation	
4.	Relationship with Director / Designated Person	
5.	Nature of Securities	
6.	Total No. of Securities held as of today	
7.	Nature of Transaction – Purchase / Sale	
8.	No. of Securities to be purchased / sold	
9.	Client ID of person mentioned at S.N. 1 above	
10.	Current market price	
11.	Whether the proposed transaction will be through Stock Exchange or off-market trade	
12.	DP ID & Name of the Depository	

I hereby declare that there will be no opposite transaction for 6 (six) months as per Clause [10(a)] of the Code.

I hereby further declare and undertake that:

- a. I do not have any access nor have I received “Unpublished Price Sensitive Information” (UPSI) upto the date of this application.
- b. In the event of me having access to or receiving UPSI after the date of signing this application but before the execution of the transaction, I undertake to inform the Compliance Officer of the change in this position and shall completely refrain from Trading in the Company’s Securities till the time such information becomes public.
- c. I have not contravened the Code as notified by the Company from time to time.
- d. I have made full and true disclosure to the Company in the matter.

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the ‘indemnified persons’) for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a ‘Nil’ report

if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

Date : Signature :
Place : Name & designation :

Approval / Rejection of Pre-clearance of Trade

With reference to the above application for pre-clearance of Trade and on the basis of information submitted by you and relying entirely upon the application cum undertaking given by you in this regard, you are hereby granted permission to proceed with the Trading in _____ number of Securities of the Company. Kindly note that this approval is valid only for a period of **7 (seven) Trading days** from the date of this approval and you are requested to proceed with the Trading within the specified time. In the event you are not able to proceed with the Trading within the specified time, you would be required to re-submit your application for fresh consideration.

OR

With reference to the above application, this is to inform you that your application has been rejected for following reasons:

Date : Signature :
Place : Compliance Officer :

ANNEXURE C

**Reporting/Confirmation of execution of pre-cleared
Trade**
[Under Clause [7(f)] of the Code]

To:
The Compliance Officer,
Lovable lingerie Limited
A-46, Road no.2,
M.I.D.C., Andheri (E),
Mumbai - 400 093.

I, _____ (name) confirm that the Trade for which approval was granted by you on _____ (date) was done by me/Immediate Relative as per following details:

Number of securities purchased / sold	
Price per security	Rs.
Amount	Rs.
Date of Trade	
Private Trade / Trade through Stock Exchange (name of Stock Exchange)	

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____ Signature :

Place : _____ Name & designation :

ANNEXURE D

**Reporting of non-execution of pre-cleared
Trade**
[Under Clause [7(f)] of the Code]

To:
The Compliance Officer,
Lovable Lingerie Limited
A-46, Road no.2,
M.I.D.C., Andheri (E),
Mumbai - 400 093.

I, _____ (name) wish to inform you that the Trade for which approval was granted by you on _____, has not been undertaken by me/ Immediate Relative due to reasons given below: _____

Date : _____ Signature :

Place : _____ Name & designation :

ANNEXURE E

Application for waiver of minimum holding period
 [Under Clause [10(b)] of the Code]

<u>To:</u> The Compliance Officer Lovable Lingerie Limited(the "Company") A-46, Road no.2, M.I.D.C., Andheri (E), Mumbai - 400 093.	<u>From:</u> Name : Designation : Company Name : Contact No./Email :
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I, the undersigned, request you to grant me waiver from the minimum holding period as required under Clause [10(b)] of the Code with respect to _____ (nos.) of _____ (Specify type of security) of the Company held by me/my Immediate Relative singly/jointly acquired on _____ [Date] by way of _____ (Bonus / Rights / ESOPs /etc).

I desire to sell the above securities on account of the following reasons:

I declare that the above details are true, correct and complete in all respects.

Date :	Signature :
Place :	Name & designation :

Approval / Rejection by Compliance Officer

With reference to the above application, I approve / reject the selling of _____ (no. and description of securities) of the Company.

Date :	Signature :
Place :	Compliance Officer :

ANNEXURE F

Form A - Initial Disclosure by Promoter, Key Managerial Personnel and Director
[Under Clause[11(a)] of the Code and Regulation7(1)(a) read with Regulation 6(2) of the SEBI PIT Regulations]

Name of the Company: **LOVABLE LINGERIE LIMITED**

ISIN of the Company : INE597L01014

Details of Securities held by Promoter, Key Managerial Personnel(KMP), Director and other such person as mentioned in Regulation 6(2)

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force			Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (Shares, Warrants, Convertible Debentures)	No. of Securities	% of share holding	No. of units (contracts * lot size)	Notional value in Rupee terms	No. of units (contracts * lot size)	Notional value in Rupee terms
(1)	(2)	(3)	(4)	(5)	(6)	(7)		
Name:								
PAN:								
CIN/DIN:								
Address:								
Contact								

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:
Place:

Signature:
Name & Designation:

ANNEXURE G

Form B- Initial Disclosure on appointment of KMP or Director or upon becoming a Promoter.

[Under Clause [11(b)] of the Code and Regulation 7(1)(b) of SEBI PIT Regulations]

Name of the Company: **LOVABLE LINGERIE LIMITED**

ISIN of the Company: INE597L01014

Details of Securities held on appointment of Key Managerial Personnel(KMP)or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP			Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP		Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP	
			Type of security (Shares, Warrants, Convertible Debentures)	No. of Securities	% of share holding	No. of units (contracts * lot size)	Notional value in Rupee terms	No. of units (contracts * lot size)	Notional value in Rupee terms
(1)	(2)	(3)	(4)	(5)	(6)	(7)		(8)	
Name:									
PAN:									
CIN/DIN:									
Address:									
Contact									

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:
Place:

Signature:
Name & Designation:

ANNEXURE H

Form C-Continual Disclosure by Promoter, Key Managerial Personnel and Director
 [Under Clause [11(c)] of the Code and Regulation 7(2) of SEBI PIT Regulations]

Name of the Company: **LOVABLE LINGERIE LIMITED**

ISIN of the Company: INE597L01014

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN, & address Of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities Acquired /Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security	No. of securities	Type of security	No. of securities	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of Units (Contract * lot size)	Value	Number of Units (Contract * lot size)	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)	(16)	(17)

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:
Place:

Signature:
Name & Designation: