TIMEXGROUP

Timex Group India Limited
Unit No 303, 3rd Floor, Tower B,
World Trade Tower (WTT),
C-1, Sector-16, Noida - 201301,
Uttar Pradesh, INDIA
CIN : L33301DL1988PLC033434
Tel. : +91 120 474 1300
Fax : +91 120 474 1440
Website : www.timexindia.com
E-mail : feedback@timexindia.com

July 20, 2026

The Secretary
BSE Ltd.
P J Towers, Rotunda Bldg.,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 500414

Dear Sir,

Sub: Notice of the 38th Annual General Meeting (AGM) and Annual Report for the financial year 2025-26 – Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our letter dated July 7, 2026, intimating the schedule of the 38th Annual General Meeting (AGM) of the Company and in compliance with Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed:

1. Notice of the 38th AGM of the Company scheduled to be held on Thursday, August 20, 2026 at 4.00 PM. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) only, in compliance with relevant circulars issued by the Ministry of Corporate Affairs and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The brief details of the agenda items proposed to be transacted at the 38th AGM are given as Annexure A;

2. Annual Report of the Company for the financial year 2025-26;

The aforesaid documents have also been sent to all the Members of the Company whose email addresses are registered with the Company / Registrar and Share Transfer Agent/ Depository Participant(s). Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the Notice of the 38th AGM.

Further, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also sent a letter to shareholders, whose e-mail IDs are not registered with Company/RTA/DPs, providing the weblink of Company's website and QR Code from where the Annual Report 2025-26 including the Notice of the 38th AGM of the Company can be accessed. The Company shall send a physical copy of the Annual Report 2025-26 to those Members who specifically request for the same at investor.relations@timex.com mentioning their Folio No./ DP ID and Client ID.

The Annual Report for the financial year 2025-26 along with Notice of 38th AGM is uploaded on the Company's website, www.timexindia.com and can be accessed through the weblink https://www.timexindia.com/pdf/TIMEX_Annual_Report_2026.pdf and also on the website of National Securities Depository Limited ("NSDL"), e-voting agency at https://www.evoting.nsdl.com/.

This intimation is also being uploaded on the website of the Company.

Please take the same on record and acknowledge the receipt of the same.

Thanking you,
For Timex Group India Limited

DHIRAJ KUMAR MAGGO

Digitally signed by DHIRAJ KUMAR MAGGO
DN: c=IN, o=PERSONAL, title=0841, 2.5.4.20=b5021972622fe6652cef689da51080cc95b3bdea2b7ccf52642df8bcdcd9affa, postalCode=110035, st=Delhi, serialNumber=21ec5f2b8c452b692ce15d146c9d4036572b370ced98d10f00fb86f8afb78f7d, cn=DHIRAJ KUMAR MAGGO
Date: 2026.07.20 13:21:52 +05'30'

Dhiraj Kumar Maggo
Vice President – Legal, HR and Company Secretary
ICSI Membership No.- F7609

Encl : As above

Annexure A

Resolution No.	Details of Business	Ordinary / Special Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Report of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. David Thomas Payne (DIN:07504820), who retires by rotation and being eligible, offers himself for appointment.	Ordinary Resolution
3.	To confirm payment of dividend on Preference Shares of the Company	Ordinary Resolution
4.	To declare dividend on Preference Shares of the Company	Ordinary Resolution

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Eighth Annual General Meeting of the Members of TIMEX GROUP INDIA LIMITED will be held on Thursday, August 20, 2026, at 4:00 p.m. through Video Conferencing (VC)/ Other Audio-Visual means (OAVM), 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 March 31, 2026, 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 appointment.

3. To confirm payment of dividend on Preference shares of the Company as under:

   (a) **"RESOLVED THAT** dividend at the rate of Rs. 1.388 per share on 13.88%, 2,29,00,000 Cumulative Redeemable Non-Convertible Preference Shares of face value Rs. 10 each, as declared by the Board of Directors for the financial years ended March 31, 2021 to March 31, 2024, amounting to Rs. 12,71,40,800 comprising of Rs. 3,17,85,200 for each year and paid to the preference shareholder(s) whose name(s) appeared in the Register of Preference shareholders as on the Record Date fixed for this purpose, i.e., Monday, November 3, 2025, be and is hereby confirmed."

   (b) **"RESOLVED THAT** dividend at the rate of Rs. 1.388 per share on 13.88%, 2,29,00,000 Cumulative Redeemable Non-Convertible Preference Shares of face value Rs. 10 each, as declared by the Board of Directors for the period from April 1, 2025 to March 20, 2026 (being the maturity date), amounting to Rs. 3,08,27,290 and paid to the preference shareholder(s) whose name(s) appeared in the Register of Preference shareholders as on the Record Date fixed for this purpose, i.e., Friday, March 20, 2026, be and is hereby confirmed."

4. To declare dividend on Preference shares of the Company.

   "RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend to Timex Group Luxury Watches B.V., amounting to Rs. 22,500 i.e. Rs. 0.009 per share on 0.09%, 25,00,000 Non-Cumulative Redeemable Non-Convertible preference shares of the face value of Rs. 10 each for the financial year ended on March 31, 2026 out of the profits for the year ended on March 31, 2026.

   RESOLVED FURTHER THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend to Timex Group Luxury Watches B.V., amounting to Rs. 14,00,00,000 comprising of Rs. 1,75,00,000 each for eight financial years from FY 2018-19 to FY 2025-26 i.e. Rs. 0.5 per share on 5%, 3,50,00,000 cumulative redeemable non-convertible preference shares of the face value of Rs. 10 each for the financial year ended on March 31, 2026 and also for the financial years ended on March 31, 2019 to March 31, 2025 towards unpaid accumulated dividend liability out of the profits for the year ended on March 31, 2026.

   RESOLVED FURTHER THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend to Timex Group Luxury Watches B.V., amounting to Rs. 4,20,74,861 comprising of Rs. 1,27,10,952 for the FY 2024-25 (on pro-rata basis) and Rs. 2,93,63,909 for the FY 2025-26 i.e. Rs. 1.075 per share on 10.75%, 2,73,15,264 Cumulative Redeemable Non-Convertible Preference Shares of the face value of Rs. 10 each for the financial year ended on March 31, 2026 and also for the financial year ended on March 31, 2025 (on pro-rata basis)towards unpaid accumulated dividend liability out of the profits for the year ended on March 31, 2026."

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

Sd/-
Dhiraj Kumar Maggo
VP - Legal, HR & Company Secretary
Membership No. F7609

Dated: May 26, 2026

Registered Office:
E-10, Lower Ground Floor,
Lajpat Nagar-III, New
Delhi-110024
CIN: L33301DL1988PLC033434

NOTES

1. Pursuant to the General Circular numbers 03/2025, 09/2024, 09/2023, 10/2022, 2/2022, 21/2021, 19/2021, 02/2021, 20/2020, 17/2020, 14/2020 issued by the Ministry of Corporate Affairs (MCA), companies are permitted to hold their Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue. In compliance with the aforesaid Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the 38th AGM will be E-10, Lower Ground Floor, Lajpat Nagar- III, New Delhi - 110024.

Pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has been permitted to dispense with the requirement of dispatching physical copies of the Annual Report. However, in terms of Regulations 36(1)(c) of the Listing Regulations, physical copies of the Annual Report shall be sent to those Members who specifically request the same.

Further, a communication containing the web link of the Annual Report shall be sent to those Members whose email addresses are not registered with the Company.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.

3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").

4. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This cap on participation does not include large shareholders (Shareholders holding 2% or more shareholding), promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.

6. The Dividend as recommended by the Board of Directors of the company, if approved by the members of the company would be paid on or before 30 days from the declaration of the dividend subject to deduction of tax at source in accordance with the applicable rates.

In terms of the provisions of the Income Tax Act, 1961, as amended by the Finance Act 2020, a dividend paid or distributed by the company on or after April 01, 2020, shall be taxable at the hands of the shareholders. The rates of TDS would depend upon the category and residential status of the members.

7. In terms of provisions of Section 124 and other applicable provisions of the Companies Act, 2013 the amount of dividend which remains unpaid or unclaimed within seven years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by Central government.

Further, pursuant to Section 124(6) of the Act read with relevant rules of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF. Company would be sending individual communications to all such shareholders whose dividend has not been paid or claimed for any year during the said seven consecutive years requesting them to claim their dividend before the due date of transfer failing which their shares would be transferred to the IEPF. The Shareholders whose shares are transferred to the IEPF Authority can claim their shares back from such authority by filing form IEPF-5 and following such procedures as may be prescribed in the IEPF Rules from time to time

8. The Register of Members and Share Transfer Books of the Company will remain closed from August 18, 2026, to, August 19, 2026 (both days inclusive).

9. Relevant information, in terms of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Director retiring by rotation and proposed to be re-appointed is annexed to this Notice.

10. In Compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Secretarial Standards on General Meeting (SS-2) issued by the ICSI and Regulation 44 of the SEBI Listing Regulations and the Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically through e-voting services provided by NSDL, on all resolutions set forth in this notice (Remote e-voting). Additionally, the facility of voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The Manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of the notice.

11. 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.

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 electronically by the members during the AGM. All documents referred in the Notice will be available without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 20,2026. Members seeking to inspect such documents can send an email to investor.relations@timex.com.

13. 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.

14. In compliance with the Circulars, the Annual Report 2026, the Notice of the 38th Annual General Meeting and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

15. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2026 will also be available on the Company's website, www.timexindia.com. website of BSE Limited at www.bseindia.com and on the website of NSDL https://www.evoting.nsdl.com for their download.

    The Shareholder of the Company may request physical copy of the Annual Report from the Company by sending a request at investor.relations@timex.com in case they wish to obtain the same.

16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, M/s Alankit Assignments Limited at rta@alankit.com to receive copies of the Annual Report 2026 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report and for procuring user ID / password for e-voting on the resolutions set out in the Notice:

    a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@timex.com.

    b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@timex.com.

17. Securities and Exchange Board of India ("SEBI"), vide its Master Circular dated February 6, 2026, has made it mandatory for the security holders (holding securities in physical form) to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. In case of non-updating of aforesaid documents/ details, the shareholder shall be eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents/ details. Also, such shareholders shall be eligible for any payment including dividend etc. only through electronic mode upon furnishing all the aforesaid details in entirety, except for nomination details. The formats for Nomination and Updating of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the website of the Company at www.timexindia.com. Members holding shares in physical form are requested to intimate such changes to Company's RTA [through Form ISR-1, Form ISR- 2 and Form ISR-3 (as applicable)]. Members holding shares in physical form are requested to intimate/update such details with the Company's RTA by submitting the aforesaid forms (as applicable). Members holding shares in dematerialised form are requested to approach their respective Depository Participants ("DPs") for furnishing PAN, nomination, contact details, bank account details and specimen signature, including completion of nomination formalities. The changes intimated to the DPs will be automatically reflected in the Company's records.

18. Pursuant to Regulation 40 of the SEBI Listing Regulations, as amended, transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised form. Further, SEBI, vide its aforesaid master circular dated February 6, 2026, has clarified that listed companies shall, with immediate effect, issue the securities only in dematerialised form while processing investor service requests such as issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. It is further noted that any service request shall be processed only after the folio is KYC compliant. In view of the above and to eliminate all risks associated with holding physical shares, Members are advised to dematerialise their shareholding. Accordingly, Members are requested to submit duly filled and signed Form ISR-4 while making service requests. The relevant details and forms prescribed by SEBI in this regard are available on the website of the

Company at www.timexindia.com for the information and use of shareholders.

To facilitate ease of investing for holders of securities in physical form, and in line with SEBI circulars, the Company has opened an additional special window for a period of one (1) year, from February 5, 2026 to February 4, 2027, for lodgement of transfer deeds and dematerialisation of physical securities. This window is applicable to physical securities that were sold or purchased prior to April 1, 2019 or were earlier rejected, returned, or left unprocessed due to deficiencies in documentation, procedural requirements, or for any other reason. The securities so transferred shall be mandatorily credited to the transferee in dematerialised form only and shall remain under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred / lien -marked / pledged during the said lock-in period. It is clarified that the claimant must have the original security certificate and such securities should not have transferred to Investor Education and Protection Fund for any reason.

19. SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian securities market. After exhausting the options to resolve their grievances directly with Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the smart ODR portal. Link to smart ODR portal is https://smartodr.in/login

20. The Voting period begins on August 16, 2026 at 09:00 AM and ends on August 19, 2026 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. August 13, 2026, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proposition to their share of the paid-up equity share capital of the Company as on the cut-off date August 13, 2026.

21. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

22. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 13, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

23. 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 e-voting process in fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through Remote e-voting and voting cast on the date of AGM 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 two working days from 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 of remote e-voting and voting during the AGM on the resolution shall be aggregated and declared on or after the AGM of the Company. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM. 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.

24. Shareholders, who would like to express their views/ have questions may send their questions in advance, at least 48 hours before the commencement of the meeting, mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@timex.com. Such questions by the members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor.relations@timex.com at least 48 hours before the commencement of the Meeting. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on August 16, 2026 at 09:00 AM and ends on August 19, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 13, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 13, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) 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.
   c) How to retrieve your 'initial password'?
      (i) 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'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) 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.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.com. Institutional shareholders (i.e, other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Power of attorney / Authority Letter" displaying under "e-voting" tab in their login.
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 "Forget 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.: 022-4886 7000 or send a request to Pallavi Mhatre-Deputy Vice President, -NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@timex.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@timex.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Registered Office:
E-10, Lower Ground Floor,
Lajpat Nagar-III, New Delhi-110024
CIN: L33301DL1988PLC033434

Dated: May 26, 2026

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

Sd/-
Dhiraj Kumar Maggo
VP - Legal, HR & Company Secretary
Membership No. F7609

ANNEXURE TO ITEM NO. 2 OF THE NOTICE
Details of Director seeking appointment at the 38th 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 1971/54 years
Nationality	United State 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	Mr. David Thomas Payne is Senior Vice President, General Counsel, HR and Corporate Secretary for Timex Group, specializing in licensing, employment law, employee benefits, corporate finance, international distribution, advertising and trademark law. Since joining Timex Group 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. Prior to joining Timex, Mr. Payne represented employers in commercial and employment litigation, and secured creditors in bankruptcy proceedings.
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	Not Applicable
Shareholding (including beneficial ownership) in Timex Group India Limited as on March 31, 2026	Nil
Relationship with other directors, key managerial personnel of the Company	Nil
Number of Board Meetings attended for the FY 2025-26	7 out 7 Board meetings
Name of Companies in which he/ she holds directorship	• BTX, Inc. • Daniel Wellington AB • Indiglo Corporation • Ingersoll Watch Company • Sequel eCommerce, Inc. (f/k/a U.S. Time, Inc.) • Sequel International, Inc. • Tiempo S.A. de C.V. • Time Factory, Inc.

Name	**Mr. David Thomas Payne**
	• Time Master Watches and Accessories Private Limited • Timex (Shanghai) Trading Co. Ltd. • Timex Espana S.A. • Timex Group Canada, Inc. • Timex Group Customer Service Europe GmbH • Timex Creative Lab S.r.l. (f/k/a 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 Manufacturers B.V. • 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	None
Name of Companies in which he/ she has resigned in the past three years	None