

# LORENZINI APPARELS LIMITED

(An ISO 9001:2015 Certified Company)

CIN : L17120DL2007PLC163192



**Date: 05.09.2025**

**To  
The Manager,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001**

**To  
The Manager – Listing  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai – 400 051**

**Scrip code: 540952**

**Symbol: LAL**

**Sub: Submission of Annual Report 2024-25 along with 18<sup>th</sup>AGM Notice pursuant to Regulation 34(1) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015**

Dear Sir/Ma'am,

Pursuant to Regulation 34 of the SEBI (LODR) Regulation 2015, please find enclosed herewith the 18<sup>th</sup> Annual Report for the financial year ended March 31, 2025 along with the Notice of the Annual General Meeting to be held on Tuesday , 30<sup>th</sup> September, 2025 at 03:30 P.M. IST through Audio Conferencing (VC) /other Audio- Visual Means (OVAM).

The Annual Report for the financial year 2024-25 uploaded on the website of the company i.e. <https://monteil.in/pages/annual-report>.

Please take the same in your records

**For and on behalf of  
Lorenzini Apparels Limited**

**Sandeep Jain  
(Managing Director & CFO)  
DIN: 02365790**

**Encl:**

**1. Annual Report Along with Notice of Annual General Meeting.**



# LORENZINI APPARELS LIMITED

## 18<sup>th</sup> Annual Report

### OUR PRODUCT



**Vision:** To create high-quality, stylish, and affordable readymade garments that blend innovation with comfort, meeting the diverse fashion needs of men and women. We are committed to excellence in design, sustainable practices, and customer satisfaction by delivering products through both retail and e-commerce channels while nurturing strong partnerships with our manufacturing collaborators.

**Mission:** To be a leading and trusted apparel brand recognized globally for innovation, quality, and style—empowering people to express themselves through fashion while setting benchmarks in ethical manufacturing, sustainability, and customer-centricity.

## About the Company



## OUR PRODUCT

Our Company is engaged in the business of manufacturing, designing and marketing of readymade garments offering diverse range of formal, semi-formal and casual wear for men and women. We serve our customers through the channels of retail and e-commerce. Our garment manufacturing process includes cutting, stitching, sewing, finishing, inspection and packing. We also outsource the garments manufacturing on job work basis from third party contractors from time to time and provide technical specifications such as designs, patterns, quality, fabric etc. to them who, based on our specifications, procure the requisite raw materials at their own costs and begin the manufacturing process.

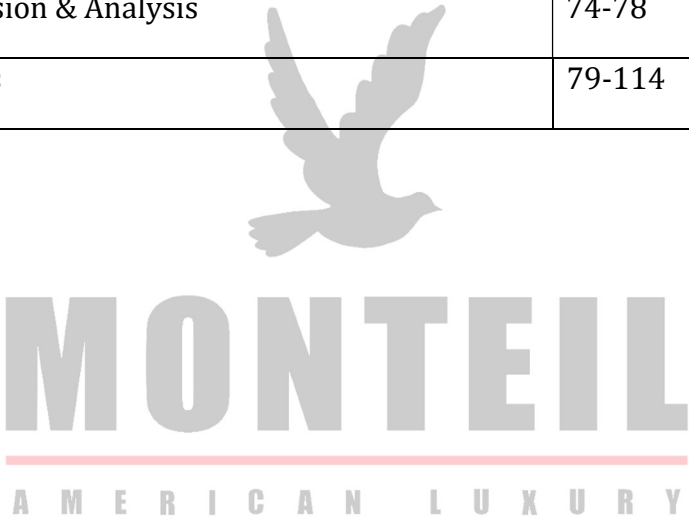


## Management Information

Names	Designation
<b>Sandeep Jain</b>	Chairperson, Managing Director and CFO
<b>Rajit Sehgal</b>	Non-Executive Director
<b>Yogesh Kumar</b>	Independent Director
<b>Ajay</b>	Independent Director
<b>Supreet Kaur Rekhi</b>	Non-Executive Director
<b>Sapna Khanna</b>	Independent Director
<b>Ankush Mital</b>	Company Secretary and Compliance officer

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**18<sup>th</sup> Annual General Meeting****Date & Time: 30<sup>th</sup> September 2025, 03:30 P.M****Deemed Venue: Plot No: C-64, Okhla Industrial Area Phase-I, New Delhi South Delhi-110020**

<b>Registered Office</b> <b>Lorenzini Apparels Limited</b> <b>CIN: L17120DL2007PLC163192</b> <b>Regd. Office:</b> C-64, Okhla Industrial Area Phase-I, South Delhi, New Delhi, Delhi, India, 110020 <b>Telephone:</b> 011-40504731 <b>Email:</b> <a href="mailto:cs@mymonteil.com">cs@mymonteil.com</a> <b>Website:</b> <a href="http://www.monteil.in">www.monteil.in</a>	<b>Registrar &amp; Transfer Agent</b> <b>Skyline Financial Services Private Limited</b> <b>Address:</b> D-153A, 1 <sup>st</sup> floor, Okhla Industrial Area, Phase- 1, New Delhi- 110020 <b>Telephone:</b> 011-40450193-197 <b>Email:</b> ipo@skylinerta.com
<b>Statutory Auditor</b> <b>M/s Mittal &amp; Associates</b> <b>Firm Reg. No. :</b> 106456W <b>Address:</b> 501, Empress Nucleus, Gaothan Road, Opp. Little Flower School, Andheri (East), Mumbai-400069 <b>Telephone:</b> +91 2226832311/2/3 <b>E-mail:</b> mm@mittal-associates.com	<b>Bankers</b> <b>HDFC</b>
<b>Secretarial Auditor</b> <b>M/s Anuj Gupta and Associates,</b> <b>Membership No. A31025 and COP NO: 1302</b> <b>Address Office No. 3 &amp; 4, Ground Floor, Ashram Chowk, 102-G/1, Hari Nagar Ashram, New Delhi- 110014</b> <b>Telephone:</b> +91 11 3568 9887 <b>E-mail:</b> <a href="mailto:csanujgupta@gmail.com">csanujgupta@gmail.com</a>	



**Sandeep Jain-  
Chairman, Managing Director & CFO**

**LORENZINI APPARELS LIMITED is emerging stronger and will remain focused on meeting its financial commitments while sowing the seeds for a better future.**

**Dear Shareholders and Stakeholders,**

It gives me immense pleasure to present to you the 18<sup>th</sup> Annual Report of your Company for FY2024-2025. As India continues its dynamic journey forward, Lorenzini Apparels Limited is committed to playing a key role in the country's transformative growth by fulfilling diverse needs of its consumers. Our comprehensive portfolio of businesses is strategically positioned to meet the aspirations of Indian consumers as rising per capita income fuels their discretionary spending in fashion & lifestyle.

In a dynamic and evolving industry, your Company has continued to stand as a beacon of innovation and excellence. Our dedication to quality, sustainability, and customer satisfaction has been the driving force behind our success. Despite the global uncertainties that have tested the resilience of businesses worldwide, we have emerged stronger and more focused than ever before.

Our commitment to eco-friendly practices has led to reduced environmental impact across our operations. We have adopted innovative materials and sustainable production methods, aligning with our responsibility towards the planet and future generations.

We will continue to focus on innovation, sustainability, and customer-centricity, ensuring that your Company remains a trusted partner for our valued customers and a beacon of excellence in the textile industry.

None of these achievements would have been possible without the hard work and dedication of our employees, the trust and support of our clients, and the confidence of our shareholders. I extend my heartfelt thanks to each of you for your continued support and partnership.

As we embark on another year, we remain focused on our vision of providing services to economically active poor who are not adequately served by the financial institutions. Together, we will continue to drive progress, create value, and make a positive impact in the communities we serve.

Thank you for your ongoing support and belief in our vision.

**Warm Regards,**

**Sandeep Jain  
Chairman, Managing Director & CFO**

## NOTICE OF THE 18<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 18<sup>TH</sup> ANNUAL GENERAL MEETING (THE AGM) OF THE MEMBERS OF LORENZINI APPARELS LIMITED ("THE COMPANY" OR "LORENZINI") WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2025 AT 03:30 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS

1. TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS ("THE BOARD") AND THE AUDITORS THEREON.
2. RE-APPOINTMENT OF MR. RAJIT SEHGAL (DIN: 05281112) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

### SPECIAL BUSINESS

3. TO APPOINT CS ANUJ GUPTA, PRACTICING COMPANY SECRETARIES AS A SECRETARIAL AUDITOR OF COMPANY FOR A FIRST TERM OF FIVE YEAR.

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act("Act"), 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the applicable rules issued under the Act, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)("Listing Regulation") (including any statutory modification(s) or re-enactment thereof, for the time being in force), upon recommendation of the Audit Committee and approval of the Board of Directors in the meeting held on Monday September 01, 2025. consent of the members of the Company be and is hereby accorded, to appoint CS Anuj Gupta, Practicing Company Secretary, Proprietor of M/s. Anuj Gupta and Associates, (CP No:13025 and Peer Review Certificate No. 1126/2021) as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/ Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

4. REVISION IN REMUNERATION OF MR. SANDEEP JAIN, MANAGING DIRECTOR AND CFO OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the **Special Resolution**:

**"RESOLVED THAT** to the provisions of Sections 178, 197 and 203 or any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and including any statutory modification or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to revise remuneration of Mr. Sandeep Jain, (DIN: 02365790) Managing Director and CFO of the Company with effective from October 01, 2025, for his remaining tenure;

**RESOLVED FURTHER THAT** pursuant to section 197 of the Companies Act read with Schedule V of the Act, the remuneration of Mr. Sandeep Jain (02365790) shall be in accordance with the principal terms and conditions as set out in the explanatory statement annexed hereto, in such manner as may be agreed between the Board of Directors and Mr. Sandeep Jain as stated below:

- a) Salary of Rs. 5,00,000/- per month
- b) Other benefits & perquisites as per Company's policy not exceeding Rs. 3,00,000 /- per annum
- c) Mr. Sandeep Jain shall not be paid any sitting fees for attending meetings of the Board/ Committee thereof, during his tenure as Managing Director of the Company;

**RESOLVED FURTHER THAT** notwithstanding anything stated herein, where in any financial year during the tenure Mr. Sandeep Jain, the Company has no profits or its profits are inadequate, the Company shall pay to him the above remuneration as the minimum remuneration by way of salary, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**5. APPROVAL FOR POLICY/SCHEME LOAN TO WHOLE-TIME DIRECTORS, MANAGING DIRECTORS, SENIOR OFFICERS AND TO ENTITIES IN WHICH DIRECTORS ARE INTERESTED**

To consider and if thought fit, to pass, with or without modification(s), the **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the relevant rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), as recommended by the Audit Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded to approve the Policy/Scheme for granting loan to the Whole-Time Directors, Managing Directors, Senior Officers, and to entities in which directors are interested to meet their personal requirements or exigencies, as placed before the members.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution, including the execution of necessary agreements, filings with the Registrar of Companies, making disclosures as may be required under applicable laws, and to do all such acts, deeds, matters and things as may be deemed necessary in this regard."

**6. APPROVAL OF GRANT LOAN TO MANAGING DIRECTOR AND CFO**

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 Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded to grant loan amounting ₹ 1.5 Core (Rupees One Crore Fifty lakhs only) to **Mr. Sandeep Jain**, Managing Director and Chief Financial Officer of the Company, in accordance with the **Policy/Scheme for Loan to Whole-Time Directors, Managing Directors, Senior Officers and to entities in which directors are interested**, as recommended by the Audit Committee and approved by the Board of Directors.

**FURTHER RESOLVED THAT** the said loan shall be extended as per Company's loan policy including the rate of interest, repayment schedule and in accordance with the provisions of the Act and applicable rules.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, proper or expedient for the purpose of giving effect to this resolution, including but not limited to execution of necessary agreements or documents, making filings with the Registrar of Companies, and making such disclosures as may be required under applicable laws."

For Lorenzini Apparels Limited

Place: New Delhi  
Date: 04-09-2025

SD/-  
Sandeep Jain  
Managing Director & CFO  
DIN: 02365790

**Notes:**

1. As per the framework issued by the Ministry of Corporate Affairs (MCA) inter-alia for conducting general meeting through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, latest being 09/2024 dated September 19, 2024 and SEBI circular dated May 12, 2020 and dated October 3, 2024 (collectively referred to as "Circulars") read with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations") and applicable Secretarial Standards (SS-2) and other applicable provisions, if any (including any statutory modification or reenactment thereof for the time being in force), the Board of Directors of the Company is convening this Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in terms of the framework prescribed by the Ministry of Corporate Affairs (MCA) vide its Circulars. The facility of VC or OAVM and also casting votes by a member using remote e-voting as well as e-voting on the date of the AGM will be provided by CDSL. The framework prescribed by MCA in said circulars would be available to the members for effective participation in following manner:
  - a) The Company is convening 18<sup>th</sup> Annual General Meeting (AGM) through VC / OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required for this annual general meeting. The registered office of the Company shall be deemed to be venue for the AGM.
  - b) VC / OAVM facility provided by the Company, is having a capacity to allow at least 1000 members to participate the meeting on a first-come-first-served basis. However, the large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, KMPs, the Chairperson of the Audit & Compliance Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors etc. may be allowed to attend the meeting without restriction on account of first-come-first-served principle.
  - c) Notice of 18<sup>th</sup> AGM and financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) for FY 2024-25, are being sent only through email to all members on their registered email id with the company and no physical copy of the same would be dispatched. Annual Report containing Notice, financial statements and other documents are available on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) where the Company's shares are listed and is also available <https://monteil.in>.
  - d) Company is providing Video Conferencing for the ease of participation of the members.
  - e) Recorded transcript of the meeting shall be maintained in safe custody of the Company.
  - f) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
  - g) Participants i.e. members, directors, auditors and other eligible persons to whom this notice is being circulated are allowed to submit their queries / questions etc. before the general meeting in advance on the e-mail address of the company at [secretarial@ghcl.co.in](mailto:secretarial@ghcl.co.in). Further, queries / questions may also be posed concurrently during the general meeting at given email id.
  - h) Members, directors, auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.

2. Process for those Members whose email Ids addresses are not registered with the company / depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

**For Physical Members** - please provide necessary details like 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 Company (Company ([cs@mymonteil.com](mailto:cs@mymonteil.com))/RTA ([info@skylinerta.com](mailto:info@skylinerta.com))).

**For Demat Members** -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company ([cs@mymonteil.com](mailto:cs@mymonteil.com))/RTA ([info@skylinerta.com](mailto:info@skylinerta.com)).

**For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the notice is annexed hereto.
4. The relevant details of director seeking re-appointment under Item No. 2, as required under Regulation 36(3) of the Listing Regulations read with applicable provisions of the Companies Act, 2013 and relevant Secretarial Standards are given separately in the Notice and marked as Annexure 1 and also under Corporate Governance Report.
5. Members are requested to notify immediately any change of address to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios, if any.
6. Members are requested to send their queries, if any, at least seven (7) days in advance of the meeting so that the information can be made available at the meeting.
7. Mr. Anuj Gupta Practicing Company Secretary holding Membership No. A31025 and Certificate of Practice No.13025 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
8. M/s Anuj Gupta & Associates, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
9. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours from the conclusion of meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://monteil.in> and on the website of CDSL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.
11. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and all documents referred to in the Notice and Explanatory Statement are available at the Registered Office of the Company.

**12. Voting through electronic means:**

- a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, the Company is pleased to provide members the facility to exercise their right to vote at the 18<sup>th</sup> Annual General Meeting (AGM) by electronic

means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

- b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation read with the MCA circulars.
- c) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Wednesday, September 24, 2025 may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.
- d) The remote e-voting period commences at 9:00 a.m. (IST) on Saturday, September 27, 2025 and ends at 5:00 p.m. (IST) on Monday, September 29, 2025 at. The e-voting module shall be disabled by CDSL for voting thereafter.
- e) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- f) The facility for voting, through electronic voting system, shall also be made available during the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**13. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- a) Shareholder will be provided with a facility to attend the AGM through VC/ OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Members are advised to use a high pixel camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@mymonteil.com](mailto:cs@mymonteil.com), the shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@mymonteil.com](mailto:cs@mymonteil.com). These queries will be replied to by the company suitably by email.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**14. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those shareholders, who are 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 available during the AGM.
- c) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- e) In case you have any queries or issues regarding joining the AGM through VC/ OAVM or e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting user manual for Shareholders available at the

website; [www.evotingindia.com](http://www.evotingindia.com) under help section or contact Mr. Nitin Kunder (1800 22 55 33) or can write to Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai-400013; Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) call toll free no. 1800 21 09911.Tel.: 1800 22 55 33.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Saturday, September 27, 2025 at 9:00 A.M. and ends on Monday, September 29, 2025 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday September 24, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for</li> </ol>

	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@mymonteil.com](mailto:cs@mymonteil.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@mymonteil.com](mailto:cs@mymonteil.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through

**Depository.** If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.



**EXPLANATORY STATEMENT**

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3, 4, 5 and 6 of the accompanying 18<sup>th</sup> AGM Notice

**ITEM NO. 3**

The appointment of a Secretarial Auditor is mandated under Regulation 24A of SEBI Listing Regulations, 2015, which requires every listed company to undergo a Secretarial Audit conducted by a qualified Peer Reviewed Company Secretary in Practice. The Secretarial Audit Report must be annexed to the Annual Report of the listed entity.

With effect from April 1, 2025, SEBI has introduced new requirements regarding the tenure, eligibility, and disqualifications for Secretarial Auditors. To comply with these amendments and ensure continuity in regulatory oversight, on recommendation of the Audit & Compliance Committee, the Board of Directors recommends the appointment of M/s. Anuj Gupta and Associates, (CP No:13025 and Peer Review Certificate No. 1126/2021), a Secretarial Auditor Firm for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting of the Company (i.e. 42<sup>nd</sup> AGM 18<sup>th</sup> AGM) till the conclusion of 23<sup>rd</sup> Annual General Meeting of the Company, be and is hereby approved to conduct the Secretarial Audit of the Company for a period of five consecutive financial years (i.e. from FY 2025-26 to FY 2029-30).

Eligibility & Qualifications of the Secretarial Auditor:

Peer Reviewed Firm	The proposed Secretarial Auditor is a Peer Reviewed Practice Unit with a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI) and also reaffirming its compliance with regulatory and governance standards.
Qualified & Experienced Professionals:	The firm has a team of experienced professionals who have conducted Secretarial Audits for listed entities and possess domain expertise in corporate governance and SEBI regulations
No Disqualifications	The proposed firm, M/s. Anuj Gupta and Associates, and its partners fully comply with the eligibility criteria and do not suffer from any disqualifications as prescribed under Regulation 24A(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Annexure-2 of SEBI Circular SEBI/HO/ CFD-POD-2/CIR/P/2024/185 dated December 31, 2024 (SEBI Circular).
Tenure & Compliance with SEBI Guidelines	The appointment of a M/s. Anuj Gupta and Associates, Secretarial Auditor Firm for first term of five years complies with tenure restrictions.

The Audit Committee and Board of Directors have evaluated the credentials, experience, and regulatory compliance of M/s. Anuj Gupta and Associates, Practising Company Secretary Firm and recommend their appointment as Secretarial Auditor of the Company for a five-year term.

The remuneration for the Secretarial Auditor will be mutually agreed upon by the Board / Audit & Compliance Committee and the Audit Firm based on audit scope and regulatory complexity.

Your Board has placed the proposal for appointment of Secretarial Auditor for a period of five years and fixation of remuneration, for your approval.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in this Resolution.

**ITEM NO. 04**

The Shareholders are informed that Mr. Sandeep Jain appointed as Managing Director for a term of five years commencing from July 01, 2022, to June 30, 2027. He is promoter of the Company and is part of the Board of Directors of the Company since its inception i.e. on May 09, 2007 Being the promoters of the Company, he played a pivotal role in the upliftment of the organisation garments and textile industry and under his leadership, Company has achieved a remarkable growth. To recognize and reward his contribution in the growth journey of the Company so far and also to remunerate him adequately commensurate with the roles and responsibilities being handled, it is proposed to approve

the revision of the remuneration being paid to Mr. Sandeep Jain. His spirit and enriched experience is very much required for the further growth, development and expansion of Business operations of the Company.

Further such revision in salary of Mr. Sandeep Goyal, as per Section 198 of the Companies Act, 2013 read with Schedule V of the Act

Mr. Sandeep Jain, aged 44 years is the Managing Director and CFO of the Company. He has a total experience of more than 25 years in the field of garments and textile industry. He is the founder of the Company. Also, he has been part of our Company since its incorporation as the promoter and Director. He has been appointed as the Managing Director of the Company w. e. f. July 01, 2022.

#### **Remuneration proposed:**

The Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on September 02, 2025. has approved the revised terms of remuneration of Mr. Sandeep Jain as the Managing Director w.e.f October 01, 2025 for his remaining tenure.

The resolution is accordingly recommended by the Board for approval by the Members of the Company.

Except Mr. Sandeep Jain, Managing Director and CFO and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of the Notice.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Managing Director (Mr. Sandeep Jain) revision in remuneration: -

<b>Date of Birth/Age</b>	15/12/1981
<b>Experience and Qualifications</b>	<p>Mr. Sandeep Jain is promoter of the Company and is part of the Board of Directors of the Company since its inception i.e. on May 09, 2007 Being the promoters of the Company, he played a pivotal role in the upliftment of the organisation garments and textile industry and under his leadership, Company has achieved a remarkable growth. To recognize and reward his contribution in the growth journey of the Company so far and also to remunerate him adequately commensurate with the roles and responsibilities being handled, it is proposed to approve the revision of the remuneration being paid to Mr. Sandeep Jain. His spirit and enriched experience is very much required for the further growth, development and expansion of Business operations of the Company.</p> <p>He has experience of over a decade in the readymade garments industry. He has vast experience in the production, retailing and online marketing functions also</p>
<b>Terms and conditions of appointment or reappointment</b>	NA
<b>Last Drawn Remuneration</b>	<p>a) Salary of Rs. 5,00,000/- per month</p> <p>b) Other benefits &amp; perquisites as per Company's policy not exceeding Rs. 3,00,000 /- p.a</p> <p>c) Mr. Sandeep Jain shall not be paid any sitting fees for attending meetings of the Board/ Committee thereof, during his tenure as Managing Director of the Company;</p>
<b>Date of First Appointment on Board</b>	May 09, 2007
<b>No. of shares held in Company</b>	9,05,36,836 equity shares of INR 1/- each
<b>Relationship with other Directors</b>	NA

<b>No. of Board Meeting attended during this FY</b>	15 (Fifteen)	
<b>Directorships held in other companies in India</b>	Mr Button Private Limited	
<b>Membership / Chairmanship of committees in other companies</b>		
	<b>Chairmanship</b>	<b>Membership</b>
	NIL	Audit Committee and Stakeholders Relationship Committee of Lorenzini Apparels Limited

**ITEM NO. 05**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company is prohibited from directly or indirectly advancing any loan, including any loan represented by a book debt, to any of its directors or to any person in whom a director is interested, except as provided under the permitted exceptions laid down in the said section.

However, under Section 185(3)(b) of the Act, a company may grant loan to Whole-Time Directors, Managing Directors, Senior Officers and to entities in which directors are interested as part of a scheme approved by the members through a special resolution, provided such loans are in accordance with the conditions specified in the said provisions.

In accordance with the provisions of Section 185(3) of the Companies Act, 2013, the Board of Directors has proposed a policy/scheme for granting loans to Whole-Time Directors, Managing Directors, Senior Officers, and entities in which the directors may be interested.

The Board recommends that the consent of the members be obtained by way of a **Special Resolution** to adopt and implement the said policy/scheme.

The detailed policy/scheme is available on the Company's website and can be accessed at the following link at <https://monteil.in/pages/policies>

Except Sandeep Jain, none of other director, Key Managerial Personnel or relative in any way concerned or interested, financially or otherwise in this resolution.

Your director recommends to pass the following resolution as special Resolution.

**ITEM NO. 06**

In terms of the provisions of Section 185 of the Companies Act, 2013 ("the Act"), as amended, a company is prohibited from directly or indirectly advancing any loan, including any loan represented by a book debt, to any of its directors or to any person in whom a director is interested, except in accordance with the provisions provided therein. Board after considering the association and efforts of Managing and Whole Time Director(s), and other senior management towards the Company, the board propose to introduce the scheme for giving loan to them.

However, the Act permits such loans to be given to a Managing Director or Whole-Time Director of the Company, subject to the condition that:

- a) such loans are extended as part of a policy/scheme approved by the members by way of a special resolution, and
- b) the scheme is in line with the Company's internal policy for granting loans to Whole-Time Directors, Managing Directors, Senior Officers, or to entities in which such directors are interested.

As per the policy for granting a loan and based on the recommendation of the Audit Committee and approval by the Board of Directors, the Company may grant loan not exceeding ₹1,50,00,000 /- (Rupees One Crore Fifty lakhs only) to Mr.

Sandeep Jain, Managing Director and Chief Financial Officer, in recognition of his contribution to the growth and performance of the Company, and in accordance with the Company's approved internal policy governing such loans. The Sanction of loan will be at the sole discretion of the Management. The policy is subject to review by the management from time to time.

The proposed loan shall be extended on such terms and conditions, including interest rate, security (if any), and repayment schedule, as may be decided by the Board, and in compliance with the provisions of the Act and other applicable laws.

Except Mr. Sandeep Jain, none of the other Directors, Key Managerial Personnel (KMPs), or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out in the accompanying notice for approval of the members as a Special Resolution.

**For Lorenzini Apparels Limited**

**Place: New Delhi**  
**Date: 04-09-2025**

**SD/-**  
**Sandeep Jain**  
**Managing Director & CFO**  
**DIN: 02365790**



**MONTEIL**

A M E R I C A N L U X U R Y



# MONTEIL

A M E R I C A N L U X U R Y

## Director's Report

## DIRECTOR'S REPORT

Dear Members,  
**Lorenzini Apparels Limited**

Your Directors have pleasure in presenting the 18<sup>th</sup> (Eighteen) Annual Report on the business and operations of the Company together with Audited Financial Statements for the financial year 2024-25. The financial highlights are as follows: -

We are pleased to present Company's 18<sup>th</sup> Annual Report along with the Annual Financial Statements detailing the business performance and operations of our company. This report also includes a summary of our financial statements for the financial year ending March 31, 2025.

Company is committed to setting new benchmarks in corporate transparency and accountability. This comprehensive report is a testament to our dedication to providing a holistic view of our performance, strategy, and impact. Our robust corporate governance framework reflects our dedication to ethical leadership, compliance, and stakeholder trust.

We present the financial statements for the year, providing a transparent and precise assessment of our financial position, operational results, cash flows, and changes in equity. These statements have been prepared in strict accordance with applicable accounting standards, ensuring accuracy and reliability.

### FINANCIAL RESULTS:

The Company's financial performance for the financial year ended March 31, 2024 is summarized below:

(Amount in Lakhs)

Particular	2024-2025	2023-2024
Revenue from operations	6,342.04	5475.92
Other Revenue	342.26	187.07
<b>Total Income</b>	<b>6,684.29</b>	<b>5662.99</b>
Total Expenses	5,908.92	4,938.93
<b>Profit Before Tax</b>	<b>775.38</b>	<b>724.06</b>
Less: Income Tax –Current Year	(247.03)	(195.76)
Deferred Tax	40.80	5.37
Previous Year	14.49	(4.01)
<b>Profit/(Loss) after tax</b>	<b>583.64</b>	<b>529.66</b>
<b>Basic EPS</b>	<b>0.34</b>	<b>0.34</b>
<b>Diluted EPS</b>	<b>0.34</b>	<b>0.32</b>

### RESULTS OF OPERATIONS & STATE OF COMPANY'S AFFAIRS

During the financial year under review, the Company recorded a turnover of ₹ 6,342.04 lakhs against ₹ 5475.92 lakhs in the previous year and the Company has incurred profit of ₹ 583.64 lakhs as compared to profit of ₹ 529.66 lakhs in previous financial year. The management of the Company is putting their best efforts to improve the performance of the Company.

During the year the Company has performed modestly but despite of challenging economic conditions and other related factors, we are able to maintain profits and steady revenue in the Company. The Directors are relentlessly striving for betterment of the business and growth of the Company. They are optimistic about the future and expect the business to perform well in the forthcoming year.

**COMPANY OVERVIEW**

LORENZINI APPARELS LIMITED was incorporated in the year 2007 under the Companies Act 1956. Our Company is engaged in Manufacturing, Designing and Marketing ready – made garments offering a diverse range of formal, Semi-Formal and casual wear for Women.

The Company serves its customers through the channels of retail business and E-commerce. It also outsources the garments manufacturing on job work basis from third party contractors from time to time and provides the technical specification such as designs, pattern, quality fabrics etc. to them who based on company specifications, procure the requisite raw material at their own costs and begin the manufacturing process. The Products are sold under the brand name “MONETIL” through the exclusive stores /outlets in India.

**CHANGE IN THE NATURE OF BUSINESS**

There have been no changes in the nature of business of the Company during the Financial Year.

**TRANSFER TO RESERVES**

Details with regard to amount transferred to reserves are provided in the Notes to financial statements forming part of this Annual Report.

**DIVIDEND**

The Board of Directors has not recommended any dividend for the financial year ended on March 31, 2025. Since the Board have considered it financially prudent in the long-terms interest of the Company to re-invest the profits into the business of the Company to build a strong reserve base and grow the business of the Company.

**TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

**DEPOSIT**

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet for the Financial Year 2024-25.

**SHARE CAPITAL****Authorized Share Capital**

As on 31st March 2025, the Authorized Share Capital of the Company stands at ₹17,30,00,000 (Rupees Seventeen Crore Thirty Lakhs only), divided into 17,30,00,000 (Seventeen Crore Thirty Lakh) Equity Shares of ₹1/- (Rupee One) each.

There has been no change in the Authorized Share Capital of the Company during the financial year.

**Paid up Share Capital**

As on 31st March 2025, the paid-up Share Capital of the Company stands at ₹ 17,27,36,551 (Rupees Seventeen Twenty-Seven Lakh Thirty-Six Thousand Five Hundred Fifty-One only) divided into Equity Shares of ₹1/- (Rupee One) each.

During the financial year 2024-25, the Company increased its paid-up Capital from ₹ 15,66,89,001 (Rupees Fifteen crore Sixty-Six Lakh Eighty-Nine Thousand One only), Equity Shares of ₹1/- each, to ₹ 17,27,36,551 (Rupees Seventeen Twenty-Seven Lakh Thirty-Six Thousand Five Hundred Fifty-One only) divided into Equity Shares of ₹1/- (Rupee One).

During the financial year, the Company allotted 1,60,47,550 equity shares on the conversion of convertible warrants into equity shares.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your Company does not have any Subsidiary, Joint Venture or Associate Company; hence provisions of Section 129(3) of the Companies Act, 2013 relating to preparation of consolidated financial statements are not applicable.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT**

There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report, except for the Promoter Reclassification.

The Company received a request letter from Ms. Deepika Jain seeking reclassification from the 'Promoter' category to the 'Public' shareholder category.

This request was duly considered and has been approved by the Shareholders of the Company, BSE Limited, and the National Stock Exchange of India Limited (NSE).

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013**

Details of loans, guarantees, and investments made under Section 186 of the Companies Act, 2013, are provided in the notes to the Financial Statements. These disclosures include comprehensive information on the nature, terms, conditions, and any related party transactions associated with these financial activities.

These disclosures ensure that stakeholders have a clear understanding of the Company's financial commitments. We encourage stakeholders to refer to the Financial Statements for a detailed overview, reinforcing our commitment to regulatory compliance and accountability.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company with related parties are at arm's length basis. The details of the related party transactions are set out in Notes to the Financial Statements of the Company and form AOC-2 pursuant to section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is set out in **Annexure- I**.

The Policy on dealing with related party transactions, as approved by the Board may be accessed on the Company's website at the link <https://monteil.in/pages/policies>.

**MANAGERIAL REMUNERATION & PARTICULARS OF EMPLOYEES:**

In compliance with Section 197(12) of the Companies Act, 2013, and Rules 5(1) to (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Annual Report includes detailed disclosures on managerial remuneration and employee compensation, presented in **Annexure II**.

**ANNUAL RETURN**

A copy of the Annual Return as provided under section 92(3) of the Act, in the prescribed form, which will be filed with the Registrar of Companies/MCA, is hosted on the Company's website and can be accessed at [www.monteil.in](http://www.monteil.in).

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In accordance with Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("SEBI Listing Regulations") we invite you to review the Management Discussion & Analysis (MDA) Report included in our Annual Report.

The MDA Report offers a comprehensive overview of our operations, financial performance, and strategic direction. It covers market trends, key achievements, challenges, and future growth initiatives, providing valuable insights into our business performance and outlook.

We encourage all stakeholders to refer to the MDA Report for a detailed understanding of our company's progress, industry positioning, and long-term vision.

**LISTING ON STOCK EXCHANGES**

The equity shares of your Company are presently listed on BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") and the annual listing fee for the year 2025-26 was paid within the scheduled time to BSE & NSE.

**CORPORATE GOVERNANCE:**

Company are committed to upholding the highest standards of corporate governance, recognizing its critical role in promoting transparency, accountability, and credibility. We strictly adhere to SEBI's Corporate Governance norms and continuously adopt best practices across key areas, including board composition, independent directorship, board committees, risk management, internal controls, ethical conduct, and stakeholder engagement.

As part of our Annual Report, we provide a comprehensive Corporate Governance Report, in line with Regulation 34 of SEBI Listing Regulations. This report offers valuable insights into our governance structure, policies, and practices. Additionally, our auditors certify our compliance with Corporate Governance norms, reinforcing our commitment to regulatory excellence and ethical business conduct.

By maintaining strong governance standards, we strive to build trust, integrity, and long-term sustainability, ensuring that we continue to create value for our stakeholders and strengthen our relationships with them.

**DECLARATION FROM INDEPENDENT DIRECTORS**

All Independent Directors have confirmed their independence and compliance with Section 149(6) of the Companies Act, 2013 and rules made thereunder, and relevant SEBI Listing Regulations. Additionally, no director is debarred from holding office by any SEBI order or any other regulatory authority model, corporate structure and governance framework and roles, responsibilities, and regulatory obligations.

In opinion of the Board, Independent Directors fulfil the conditions specified in the Act, Rules made thereunder and SEBI Listing Regulations and are independent of the management.

Also, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and have confirmed that they are in compliance with the Code of Conduct for Directors and Senior Management personnels formulated by the Company.

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors (the "Board") of your Company are responsible for and are committed to sound principles of Corporate Governance in your Company. The Board's focus is on the formulation of business strategies, policies and robust control systems. The Board provides strategic guidance and direction to your Company in achieving its business objectives and protecting the interest of the stakeholder.

Matters reserved for the Board are those affecting your Company's overall strategic policies, finances and shareholders. These include, but are not restricted to, deliberation of business plans, risk management, internal control, preliminary announcements of interim and final financial results, dividend policy, annual budgets, major corporate activities such as material acquisitions and disposals and connected transactions.

Your Company has a professional Board with right mix of knowledge, skills and expertise with an optimum combination of Executive including one Woman Director, Non-Executive and Independent Directors.

None of the Directors of your Company is disqualified as per provisions of Section 164(2) of the Companies Act, 2013. The Directors of the Company have made the necessary disclosures as required under various provisions of the Companies Act.

**AS ON 31ST MARCH 2025, COMPOSITION OF BOARD DIRECTORS AS FOLLOWS:**

S. No.	Name of the Director	Designation	Date of Appointment
1.	Mr. Sandeep Jain	Chairman & Managing Director	09/0/2007
2.	Mr. Rajit Sehgal	Non- Executive Director	26/06/2017
3.	Ms. Ajay	Independent Director	02/03/2023
4.	Mt. Yogesh Kumar	Independent Director	16/03/2020
5.	Ms. Sapna Khanna	Independent Director	25/12/2024
6.	Ms. Supreet Kaur Rekhi	Non- Executive Director	01/12/2023

**CHANGES IN DIRECTORS DURING THE FINANCIAL YEAR 2024-25.**

The tenure of Mr. Mohan Chauhan as an Independent Director concluded on December 1, 2024. Subsequently, Mrs. Sapna Khanna was appointed as an Independent Director with effect from December 25, 2024, through a postal ballot process."

Subsequently, Mr. Yogesh Kumar (DIN: 08722626) upon the recommendation of the Nomination and Remuneration Committee, re-appointed as Independent Director of the Company in capacity of Non-Executive Director for the second term of five years commencing from February 13, 2025 to February 12, 2030.

**AS ON THE 31ST MARCH 2025, KEY MANAGERIAL PERSON OF THE COMPANY**

S. No	Name of the Director	DIN	Designation
1	Mr. Sandeep Jain	02365790	Managing Director & Chief Financial Officer
2	Ankush Mittal	COKPM8407B	Company Secretary

**CHANGES IN KEY MANAGERIAL PERSON DURING THE FINANCIAL YEAR 2024-25.**

Mr. CS Nitin Bhardwaj has resigned from the post of Company Secretary & Compliance Officer of the Company with effect from April 15, 2024, The Board places on record its appreciation for his contributions during his tenure.

Subsequently, Mr. Ankush Mittal has been appointed as the Company Secretary & Compliance Officer of the Company with effect from May 08, 2024.

**DIRECTORS LIABLE TO RETIRE BY ROTATION**

Mr Rajit Shegal, Non-Executive Director (DIN:05281112) retiring by rotation, is eligible for re-appointment. All relevant details, as required under Regulation 36(3) of the Listing Regulations and applicable Secretarial Standards (SS-2), have been provided in the Notice of the Annual General Meeting (AGM). Information regarding his qualifications, expertise, experience, and other key aspects has been included to enable shareholders to make an informed decision.

**BOARD MEETINGS**

The Board of Directors follows a structured and strategic approach to conducting meetings, ensuring timely decision-making and effective governance. During the financial year ending March 31, 2025, the Board held 15 (Fifteen) times meetings, where directors reviewed and discussed the Company's strategic direction, operational progress, and financial performance. Details of these meetings, including dates and key agenda items, are available in the Corporate Governance Report.

The meetings were conducted in full compliance with the Companies Act, 2013, and SEBI Listing Regulations, ensuring that governance standards were upheld.

**SEPARATE MEETINGS OF INDEPENDENT DIRECTORS**

As per Schedule IV of the Act, Secretarial Standards-1 ('SS-1') read with the Guidance Note on SS-1 and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2025, one meeting of Independent Directors of the Company was duly held on February 03, 2025 without the attendance of Non-Independent Directors and members of Management wherein the Independent Directors evaluated the performance of Non - Executive Directors, Executive Directors and Board as a whole. In addition, the Executive Directors of the Company provide regular updates of Business plan and strategies to Independent Directors, in detail, on a regular basis.

**BOARD COMMITTEES' MEETINGS**

The Board has delegated part of its functions and duties to an Executive committee and day-to-day operational responsibilities are specifically delegated to the management.

Further, the Board had duly constituted following Committees, which are in line with the provisions of applicable laws.

- a) Audit Committee;
- b) Nomination and Remuneration Committee; and
- c) Stakeholders' Relationship Committee

A detailed update on the composition, number of meetings, attendance and terms of reference of aforesaid Committees are provided in the section "Committees of the Board" of "Corporate Governance Report" of this Annual Report.

#### **ANNUAL EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

In line with the Companies Act, 2013, SEBI Guidance Note on Board Evaluation, and SEBI Listing Regulations, the Board conducted its annual evaluation during its meeting on February 13, 2025. Additionally, a separate meeting of Independent Directors was held on February 03, 2025 to evaluate the performance of Non-Independent Directors, the Board as a whole, and its committees.

To enhance efficiency and ensure secure data management, we conducted the evaluation process using an electronic application, reducing paper usage and streamlining responses. The evaluation framework was based on the SEBI Guidance Note on Board Evaluation, focusing on key parameters such as committee structure, effectiveness of meetings, strategic oversight, and governance practices.

The Board's evaluation covered critical areas such as roles and responsibilities, competencies, strategic direction, risk management, diversity, and industry relevance. A comprehensive questionnaire was circulated to assess Directors' knowledge, independence, involvement in decision-making, strategic engagement, and risk awareness. The evaluation also included an assessment of the Chairman's leadership, coordination, and facilitation skills.

The Nomination and Remuneration Committee (NRC) reviewed the performance of individual Directors based on their contributions to the Board and its committees. Additionally, the profit-based commission for Directors was determined, ensuring that remuneration aligns with individual and overall Board performance.

This structured evaluation process strengthens Board effectiveness, enhances individual contributions, and ensures fair and performance-driven remuneration, reinforcing our commitment to strong corporate governance

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report concern about unethical behaviour, actual or suspected fraud or violation of Company's code of conduct and ethics.

The Whistle Blower Policy reflects the Company's dedication to providing a secure and fearless working environment for its employees. The policy has been communicated across the organization and is readily accessible on the Company's website at [https://monteil.in/wp-content/uploads/2023/01/Policies/Whistle\\_Blower\\_Policy.pdf](https://monteil.in/wp-content/uploads/2023/01/Policies/Whistle_Blower_Policy.pdf).

To enhance the effectiveness of the reporting system, the Company has successfully introduced an online platform for reporting Whistle Blower-related issues in the prescribed format.

This initiative aligns with the requirements of Schedule V of the Listing Regulations. It is important to note that no personnel have been denied access to the Audit Committee of the Company, as mandated.

#### **AUDITORS & AUDITORS REPORT**

##### **STATUTORY AUDITOR**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the Statutory Auditors of the Company, M/s Mittal & Associates, Chartered Accountants (Firm Registration Number: 106456W) were appointed by the members of the Company in the Annual General Meeting (AGM) held on September 20, 2023 for a second term of 5 (five) years to hold office till conclusion of the 21st AGM of the Company to be held in the year 2027.

The Report given by M/s. Mittal & Associates, Statutory Auditors on the financial statement of the Company for the year 2024-25 is part of Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

For the financial year ended March 31, 2025, the auditor has diligently examined and audited the Company's books of accounts and has issued an Independent Auditor's Report. It is to be noted that the auditor has not reported any frauds to the Audit & Compliance Committee or the Board under Section 143(12) of the Companies Act, 2013.

### **INTERNAL AUDITOR**

As per provisions of Section 138 of the Companies Act, 2013, every Listed Company is required to appoint an Internal Auditor to conduct internal audit of the functions and activities of the company. The Board of Directors, based on the recommendation of the Audit & Compliance Committee, had approved the appointment of Sharp & Tannan Associates, Chartered Accountants, and M/s KMRG & Associates, Chartered Accountants, Chartered Accountants, as the Internal Auditors of the Company for the financial year ended on March 31, 2025 to conduct the internal audit of the activities of the Company

Findings and reports of Internal Auditors are reviewed by the Audit Committee about compliance with internal controls, the efficiency and effectiveness of operations as well as key process risks. The Audit Committee periodically reviews internal audit plans, significant audit findings and adequacy of internal controls.

### **SECRETARIAL AUDITORS**

As per Section 204 of the Companies Act, 2013, every listed company is required to conduct a Secretarial Audit and attach a Secretarial Audit Report to its Board's Report, issued by a Company Secretary in practice, in the prescribed format.

Company have adopted a proactive and ongoing secretarial audit practice throughout the financial year. Secretarial Audit Reports were regularly placed before the Audit Committee and the Board, enabling early detection of compliance gaps and ensuring continuous improvement in governance and reporting standards. The Secretarial Audit Report for the financial year ended March 31, 2025, is annexed as **Annexure-III** to the Board's Report as part of the Annual Report.

Also, as per Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from our M/s. Anuj Gupta & Associates (Peer Review Number: 1126/2021) Practicing Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2025.

M/s. Anuj Gupta & Associates given the following remarks given in their report and the management explanation as below:

Compliance Requirements	Deviations	Observations / remarks by the Secretarial Auditors	Management Response
Regulation 167(2) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	Delay of 5 Months in lock-in requirement Listed of convertible warrant	Delay of 5 Months in lock-in requirement Listed of convertible warrant	Taken on record and take care in future.
Regulation 31A Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company has submitted the outcome of the Board meeting, wherein the Board approved the reclassification of a shareholder from the	The company has submitted the outcome of the Board meeting, wherein the Board approved the reclassification of a shareholder from the	Taken on record and take care in future.

	'Promoter' category to the 'Public' category."	'Promoter' category to the 'Public' category."	
Regulation 17 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-Compliance of Composition of the Board and BSE Limited and NSE Limited imposed penalty of Rs. 1,10,000 each on the Company	Non-Compliance of Composition of the Board and BSE Limited and NSE Limited imposed penalty of Rs. 1,10,000 each on the Company	Immediately fill the vacancy upon becoming aware of non-compliance and take care in future

### REPORTING OF FRAUDS BY AUDITORS

During the year under review, there were no material or serious instances of fraud falling within the purview of Section 143(12) of the Companies Act, 2013 and rules made thereunder, by officers or employees reported by the Statutory Auditors of the Company during the course of the audit conducted and therefore no details are required to be disclosed under Section 134(3)(ca) of the Act.

### CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy: **Not applicable**

Technology absorption: **Not applicable**

Foreign exchange earnings and outgo: There was no foreign exchange inflow or Outflow during the year.

### COMPLIANCE WITH SECRETARIAL STANDARDS AND INDIAN ACCOUNTING STANDARDS

The Board of Directors affirms that during the Financial Year 2024-25, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India i.e. SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively and approved by the Central Government under Section 118(10) of the Companies Act, 2013. In the preparation of the Financial Statements, the Company has also applied the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015.

### CORPORATE SOCIAL RESPONSIBILITY

Your Company is deeply committed to inclusive growth and has been actively engaged in holistic community development since its inception. Our CSR activities are guided by a comprehensive CSR Policy, ensuring a structured and impactful approach. The policy details can be accessed on our website with the link available at <https://monteil.in/pages/policies>.

Your company is required to allocate eligible funds to CSR activities for the financial year 2024-25. The Company is making arrangements to spend the funds as per the Act and rules made thereunder. A detailed report on CSR activities is annexed as to **Annexure IV** this report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and reviews performed by Management in concurrence with the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

In Compliance with section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and hereby confirm the following:

- In the preparation of the Annual Accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- b) Your directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the Profit of the Company for the year ended on that date;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) Your directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **INTERNAL FINANCIAL CONTROL SYSTEM**

According to Section 134(5) (e) of the Companies Act, 2013, the term financial control (IFC) means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

The Company has a well-placed, proper and adequate Internal Financial Control System which ensures that all the assets are safeguarded and protected and the transactions are authorized, recorded and reported correctly. Further strengthen the internal control process, the Company has developed the very comprehensive compliance management tool to drill down the responsibility of the compliance from top management to executive.

#### **RISK MANAGEMENT**

The Board has developed appropriate framework and processes for identifying, assessing, and mitigating risk associated with the Company and developed procedures for reviewing management's action on implementation of the same. Major risks which in the opinion of the Board may threaten the existence of the Company are identified by the businesses and functions are systematically addressed through appropriate actions on a continuous basis, safeguarding the Company against those risks. The details of the same are set out in Management Discussion and Analysis Report.

#### **CODE OF CONDUCT AND ETHICS**

The Board of Directors of the Company has adopted a Code of Conduct and Ethics for the Directors and Senior Executives of the Company. The object of the Code is to conduct the Company's business ethically and with responsibility, integrity, fairness, transparency and honesty. The Code sets out a broad policy for one's conduct in dealing with the Company, fellow Directors and with the environment in which the Company operates.

#### **MATERNITY BENEFIT**

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

#### **INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Your Company has always believed in providing a safe and harassment free workplace for every women employee working with your Company. Your Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. Your Company has zero tolerance for sexual harassment at workplace and, therefore, has in place a policy on prevention of sexual harassment at workplace. We would like to confirm that no complaints related to sexual harassment were reported during the year, reflecting the effectiveness of our policies, awareness initiatives, and commitment to maintaining a safe and dignified work environment for all employees

**GENERAL DISCLOSURES**

Your Directors would like to confirm that there is no instances during FY 2024-25, when the recommendations of any Committees were not accepted by the Board. Further, no disclosure or reporting is required in respect of the following matters as there is no transaction on these items during the year under review:

- a) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- c) The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- d) No significant or material orders were passed by the Regulators or Courts or Tribunals, which impact the going concern status and Company's operations in future.
- e) There is no Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016 except one matter related to HT Media Limited which was rejected by the Hon'ble NCLT and now pending before Hon'ble NCLAT.
- f) There is no difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereto:

**CAUTIONARY STATEMENT**

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

**ACKNOWLEDGEMENT**

Your directors thank the Government of India, the State Governments, local municipal corporations and various regulatory authorities for their co-operation and support to facilitate ease in doing business.

Your directors also wish to thank its customers, business associates, distributors, channel partners, suppliers, investors and bankers for their continued support and faith reposed in the Company.

Your directors wish to place on record deep appreciation, for the contribution made by the employees at all levels for their hard work, commitment and dedication towards the Company. Their enthusiasm and untiring efforts have enabled the Company to scale new heights

**For Lorenzini Apparels Limited**

**Date: 04/09/2025**  
**Place: New Delhi**

**SD/-**  
**(Sandeep Jain)**  
**Chairman, Managing Director & CFO**  
**DIN:02365790**

**SD/-**  
**(Rajit Sehgal)**  
**Director**  
**DIN: 05281112**

## FORM NO. AOC-2

**FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER FOURTH PROVISIO THERETO**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of The Companies (Accounts) Rules, 2014]

Name of the Company: **Lorenzini Apparels Limited**

**Details of contracts or arrangements or transactions not at arm's length basis**

Number of contracts or arrangements or transactions not at arm's length basis: **NA**

**Details of material contracts or arrangements or transactions at arm's length basis**

Number of material contracts or arrangements or transactions at arm's length basis:

Block-1		
Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	U18202DL2022PTC394609	
Name(s) of the related party	Mr Button Private Limited	
Nature of relationship	Mr. Sandeep Jain is Director and Member of Mr Button Private Limited.	
Nature of contracts/ arrangements/ transactions	Sale Purchase	
Duration of the contracts / arrangements/ transactions	For the period of 5 (Five) financial years, commencing from financial year 2024-2025 and upto including financial year 2028- 2029.	
Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Maximum limit allowed for Sales, Supply of any goods	5,00,00,000
	Maximum Limit allowed for Purchase, Inward supply of any goods	5,00,00,000
	Total Sales During The F.Y 2024-25	6,71,03000 (Including Purchase inward)
	Total Purchase During The F.Y 2024-25	7,77,000
Justification for entering into such contracts or arrangements or transactions	The transaction is in the best interest of the company, necessary for its operations, fair, and compliant with statutory requirements to ensure transparency and avoid conflicts of interest	
Date of approval by the Board (DD/MM/YYYY)	06/09/2024	
Amount paid as advances, if any	NA	
Date on which the resolution was passed in general meeting as required under first proviso to section 188 (DD/MM/YYYY)	30/09/2024	
SRN of MGT-14	AB1397299	

**Annexure-II****PARTICULARS OF EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013**

The information required under Section 197 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below-

(Name of the Director / Employee)	Sandeep Jain	Ankush Mittal
Designation	Managing Director & Chief Financial Officer	Company Secretary and Compliance Officer.
Remuneration received (in lacs)	Rs. 12,00,000 p.a. (Rs. Twelve Lakh Per annum)	Rs.6,00,000 p.a.(Rupees Six Lakh Per annum)
Nature of employment, whether contractual or otherwise	Permanent employee	Permanent employee
Date of commencement of employment	01/07/2022	08-05-2024
The age of such employee	43 Years	30 Years
The last employment held by such employee before joining the Company	NA	Corporate Makers Capital Limited.
The percentage of equity shares held by the employee in the Company (as on 31 <sup>st</sup> March 2024)	52.41%	0%
Whether any such employee is a relative of any director	Not Applicable	Not Applicable

- a) Number of permanent employees on the rolls of the Company as on March 31, 2025-**95 Employee**
- b) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- Average Percentile increase in salaries of employees (Other than Managerial Personnel):
  - Comparison of the increase in remuneration of Employees with increase in remuneration of managerial personnel: Not applicable (No change in remuneration of Managerial Personnel)
- e) It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.
- f) There is no employee covered under the provisions of Section 197(14) of the Companies Act 2013.
- g) During the reporting period, no employee of the Company was in receipt of remuneration that exceeds the limits prescribed under sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, whether employed throughout or for part of the financial year.

**For Lorenzini Apparels Limited**

**Date: 02/09/2025**  
**Place: New Delhi**

**SD/-**  
**(Sandeep Jain)**  
**Chairman, Managing Director & CFO**  
**DIN:02365790**

**SD/-**  
**(Rajit Sehgal)**  
**Director**  
**DIN: 05281112**

## Form No. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2025****[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
**The Members,**  
**Lorenzini Apparels Limited**  
**C-64, Okhla Industrial Area Phase-I,**  
**South Delhi- 110020,**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence of good practices by **Lorenzini Apparels Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provide us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

<b>Compliance Requirements</b>	<b>Deviations</b>	<b>Observations / remarks by the Secretarial Auditors</b>	<b>Management Response</b>
Regulation 167(2) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	Delay of 5 Months in lock-in requirement Listed of convertible warrant.	Delay of 5 Months in lock-in requirement Listed of convertible warrant.	Taken on record and take care in future.
Regulation 31A Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company has submitted the outcome of the Board meeting, wherein the Board approved the reclassification of a shareholder from the 'Promoter' category to the 'Public' category."	The company has submitted the outcome of the Board meeting, wherein the Board approved the reclassification of a shareholder from the 'Promoter' category to the 'Public' category."	Taken on record and take care in future.
Regulation 17 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-Compliance of Composition of the Board and BSE Limited and NSE Limited imposed penalty of Rs. 1,10,000 each on the Company.	Non-Compliance of Composition of the Board and BSE Limited and NSE Limited imposed penalty of Rs. 1,10,000 each on the Company.	Immediately fill the vacancy upon becoming aware of non-compliance and take care in future

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

1. The Companies Act 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder:
3. The Depositories Act, 1996 and the Regulations and byelaws framed there under;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(No transaction has been recorded during the Audit Period)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **(Not applicable to the Company during the Audit Period);**
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit Period);**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit Period)** and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period).**
  - i) Other laws as may be applicable specifically to the company.
    - i) The Micro, Small and Medium Enterprises Development Act, 2006
    - ii) Income Tax Act, 1961
    - iii) The Finance Act, 2022
    - iv) The Central Goods and Services Tax Act, 2017

We report that we have relied on the compliance certificates issued by its officers and taken on record by the Board of Directors at their meeting(s) for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. For Income tax laws and applicable accounting standards we have relied on the Audit report issued by the Statutory Auditors.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meeting.
- b) SEBI (Listing Obligations and Disclosure Requirements) 2015 for the year ended 31st March 2025 with Bombay Stock Exchange Limited and National Stock Exchange of India Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except deviations as stated above with respect to SEBI (LODR). 2015.

I have not examined compliance by the Company with:

- a) Applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professional

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non - Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and for meetings convened under shorter notice, if any, were in compliance with section 173(3) of the Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Anuj Gupta & Associates  
(Company Secretaries)**

SD/-

**CS Anuj Gupta  
(Proprietor)**

**M. No - A31025**

**COP. No. 13025**

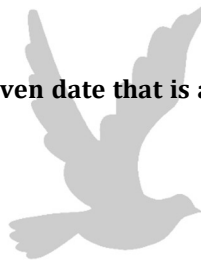
**Peer Review No. 1126/2021**

**UDIN: A031025G001085925**

**Date: 26/08/2025**

**Place: New Delhi**

**Note: This report is to be read with our letter of even date that is annexed as Annexure - A and forms an integral part of this report.**



# MONTEIL

A M E R I C A N L U X U R Y

**Annexure -A**

**To,  
The Members,  
Lorenzini Apparels Limited  
C-64, Okhla Industrial Area Phase-I,  
South Delhi- 110020**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for your opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Anuj Gupta & Associates  
(Company Secretaries)**

**SD/-  
CS Anuj Gupta  
(Proprietor)  
M. No - A31025  
COP. No. 13025  
Peer Review No. 1126/2021  
UDIN: A031025G001085925  
Date:26/08/2025  
Place: New Delhi**

**MONTEIL**  
A M E R I C A N L U X U R Y

## ANNUAL SECRETARIAL COMPLIANCE REPORT OF LORENZINI APPARELS LIMITED

for the financial year ended March 31, 2025

**[Report Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI's Circular No. CIR/CFD/CMD 1/27/2019 dated 8th February, 2019]**

We M/s. Anuj Gupta & Associates, Practising Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Lorenzini Apparels Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **C-64, Okhla Industrial Area Phase-I, South Delhi, New Delhi-110020**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter

We M/s. Anuj Gupta & Associates, Companies Secretaries, have examined:

- (a) all the documents and records made available to us and the explanation provided by **Lorenzini Apparels Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the financial year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");


**The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -**

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable as the listed entity has not bought back/propose to buy-back of any its securities during the review period)**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable as the listed entity has not offered any shares or granted any options pursuant to any employee benefit scheme during the review period)**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable as the listed entity has not proposed/issued any Non-Convertible Securities during the review period)**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

- I. a). The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Letter



**b). The listed entity has taken the following actions to comply with the observations made in previous reports:**

**Not Applicable during the review period**

**II. Compliance related to resignation of statutory auditor from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2018.**

Sr.no	Particulars	Compliance Status ( Yes/No/N.A)	Observation / Remark by PCS
1.	Compliances with the following Condition while appointing / re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N.A	No Such event occurred during the review period
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation has issued the limited review/audit report for such quarter as well as the next quarter ; or	N.A	
	iii. If the auditor has signed the limited review/audit report for the first three quarter of a financial year, the auditor before such resignation has issued the limited review /audit report for the last quarter of such financial year as well as the audit report for such financial year	N.A	
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	i.Reporting of concern by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		No Such event occurred during the review period
	a) In case of any concern with the management of the listed entity/ material subsidiary such as non – availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the chairman of audit committee of the listed entity and the audit committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.	NA	
	b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed to the notice of the Audit Committee. In cases where the proposed resignation is due to non- receipt of information / explanation from the Company, the Auditor has informed the Audit Committee the details of information /explanation sought and not provided by the management as applicable	NA	
	c) The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicated its views to the management and the auditor.	NA	
	ii. Disclaimer in case of non-receipt of information;		

	a) The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the standards of Auditing as specified by ICAI/NFRA, in case where the listed entity /its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity /its material subsidiary has obtained information from the Auditor upon resignation in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMDI/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	-

We hereby report that during the review period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<b><u>Secretarial Standard</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as Notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  <ul style="list-style-type: none"> <li>• All the policies are in conformity all applicable policies under Securities Exchange Board of India ('SEBI') Regulations are adopted with the approval of the Board of Directors of the listed entity.</li> <li>• with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations/circulars /guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<b><u>Maintenance and disclosures on Website:</u></b>  <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<b><u>To examine details related to Subsidiaries of listed entity:</u></b>  <ul style="list-style-type: none"> <li>a) Identification of material subsidiary companies</li> <li>b) Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	NA	The listed entity does not have any material subsidiary

6.	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b><u>Related Party Transactions:</u></b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes  NA	-
9.	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	.
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No Actions taken against the Listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	National Stock Exchange India Limited and BSE Limited levied a penalty of 1,10,000 each, for the non-compliance of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
12.	<b><u>Additional Non-compliances, if any:</u></b> No additional non-compliance observed for the any SEBI Regulation/circular guidance note etc.	Yes	

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither assurance as to future viability of the listed entity nor of the efficiency or effectiveness with which management has conducted the affairs of the listed entity.

**For Anuj Gupta & Associates  
(Company Secretaries)**

**SD/-  
CS Anuj Gupta  
(Proprietor)  
M. No - A31025  
COP. No. 13025**

**Peer Review No. 1126/2021  
UDIN: A031025G000408358**

**Date:22/05/2025  
Place: New Delhi**



**MONTEIL**  

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**A M E R I C A N L U X U R Y**

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

The Company's vision on CSR is that the Company being a responsible Corporate Citizen would continue to make a serious endeavour for a quality value addition and constructive contribution in building a healthy and better society through its CSR related initiatives and focus on education, environment, health care and other social causes.

The Board of Directors ("Board") of the Company has adopted a CSR policy and the same is also available at the website of the Company at <https://monteil.in>

Not applicable, since the amount to be spent on Corporate Social Responsibility (CSR) does not exceed ₹50 lakh. As per sub-section (1), the requirement for constituting a CSR Committee is not applicable. In such cases, the functions of the CSR Committee shall be discharged by the Board of Directors of the company."

**3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

<https://monteil.in>

**4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).**

Not applicable

a)	Average net profit of the company as per section 135(5)	4,01,00,486
b)	Two percent of average net profit of the company	8,02,010
c)	Surplus arising out of the CSR projects or programmers or activities of previous financial years	--
d)	Amount required to be set off for the financial year, if any	--
e)	Total CSR obligation for the financial year	8,02,010

**6 a CSR amount spent or unspent for the financial year:**

i) Details of CSR amount spent against ongoing projects for the financial year: Nil

[illegible]

## ii) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1	VEDIC	Yoga meditation, ayurvedic center and charitable activities  Helping economic weaker people with treatment and medicines.	Yes	Uttarakhand	Haridwar	8,02,010	Yes	Mahadevi Sharma Memorial Charitable Trust	CSR00096537
	<b>Total</b>					<b>8,02,010</b>			

6 (b)	Amount spent in Administrative Overheads	Nil
6 (c)	Amount spent on Impact Assessment, if applicable	Nil
6 (d)	Total amount spent for the Financial Year (a+b+c)	Nil

## 6 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
--	--	--	--	--	--

## 6 (f) Excess amount for set off, if any-

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	8,02,010
(ii)	Total amount spent for the Financial Year	8,02,010
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

**7. Details of Unspent CSR amount for the preceding three financial years:**

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of <a href="#">section 135</a> , if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
1	2023-24	-	-	-	-	-	-	-

**8. Whether any capital assets have been created or acquired through CSR amount spent in the financials: No**

Furnish details relating to such assets so created or acquired through CSR spent in the financial year:

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or Asset(s)	Date of creation	Amount of CSR Spent	Details of entity/ Authority/ beneficiary of the registered owner
NA					

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). NA**

**MONTEIL**  
AMERICAN LUXURY

For Lorenzini Apparels Limited

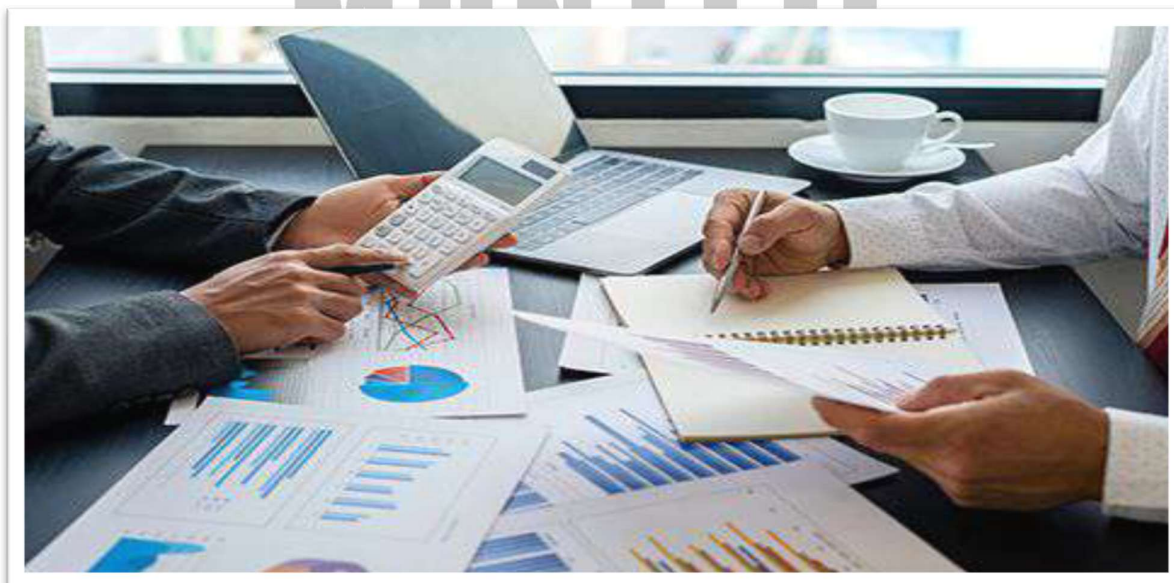
Date: 04/09/2025  
Place: New Delhi

SD/-  
(Sandeep Jain)  
Chairman, Managing Director & CFO  
DIN:02365790

SD/-  
(Rajit Sehgal)  
Director  
DIN: 05281112



MONTPELL



## **CORPORATE GOVERNANCE REPORT**

The Board of Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended for the financial year ended March 31, 2025.

### **COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE**

Governance reflects the culture and values of a Company's board and management. Lorenzini Apparels Limited ("the Company" or "Lorenzini") has promoted practices, standards and resources to maximize the stakeholder value legally, ethically and on a sustainable basis while ensuring fairness, transparency and accountability to benefit all stakeholders comprising customers, vendors, investors, regulators, employees and the society at large.

The Company believes that good governance in a Company enhances the confidence, trust and enthusiasm of its stakeholders. Company has worked diligently to integrate ethical analysis into defining its corporate culture with an aim of achieving social responsibility and return.

Our Board recognizes the importance of maintaining high standards of corporate governance, which underpins our ability to deliver consistent financial performance and value to our stakeholders. In line with the above philosophy, the Company continuously strives for excellence and focuses on enhancement of long-term stakeholder value through adoption of best governance and disclosure practices.

The Company has a strong legacy of fair; transparent and ethical governance practices and continues to make progressive actions that promote excellence within our business and the marketplace. The Company maintains a comprehensive set of compliance policies and procedures which assist us in complying with the law and conducting our business in an honest, ethical, and principled way.

The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons as framed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 demonstrates our values and commitment to ethical business practices, integrity and regulatory compliances.

We believe good corporate governance is an essential part of well-managed, successful business enterprise that delivers value to the shareholders. Our robust governance framework is based on the following principles:

- ✚ Fairness and equitable treatment towards stakeholders to encourage active co-operation between the Company and its stakeholders.
- ✚ Timely and accurate disclosure of all material matters relating to the Company, including the financial situation, performance, ownership, and governance of the Company is ensured.
- ✚ Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company in addition to the shareholders coupled with the intention of ensuring appropriate composition and size of the Board.
- ✚ Channels for disseminating information provide for equal, timely and cost-efficient access to relevant information by users.

### **BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD**

#### **COMPOSITION**

Company Board comprises of optimum combination of executive and Non-executive Directors including 2 (Two) Woman Director as per the applicable provisions of the Companies Act, 2013 (the "Act") and as per the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

The Board at Lorenzini is diverse comprising of highly experienced individuals and persons with eminent expertise who are entrusted with the responsibility of the Management, directions and performance of the Company. Company recognizes that an independent, dynamic and well-informed Board is essential to ensure the highest standards of

Corporate Governance. The Board's primary role is fiduciary. The Board also requests special invitees to attend the meetings, as appropriate.

As on 31<sup>st</sup> March, 2025, the Board comprised of 6 directors, out of which one is Managing Director, Two Non- Executive Directors and Three Independent Director.

The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its responsibilities and ensures that the management adheres to ethics, transparency and disclosures which ultimately serves the long-term goals of all its stakeholders along with achieving the Company's objectives and sustainable profitable growth. The Board ensures that the management is accountable for attaining the long-term goals of the Company and also ensures compliance with the applicable Act.

The Board is chaired by Mr. Sandeep Jain, a non-executive promoter director, and includes independent directors, executive directors, and promoter representation. This composition aligns with the requirements of Regulation 17 of the Listing Regulations, ensuring that at least half of the Board consists of independent directors where the Chairman is a promoter with Three (3) independent directors, including one woman independent director.

The Board Compositions as on 31<sup>st</sup> March 2025 as follows:

S. No.	Name of Director	Category	Designation
1	Mr. Sandeep Jain	Executive Director	Managing Director & Chairman
2	Mr. Yogesh Kumar	Non-Executive - Independent Director	Independent Director
3	Mr. Ajay	Non-Executive - Independent Director	Independent Director
4	Mr. Rajit Sehgal	Non-Executive - Non-Independent Director	Non-Executive Director
5	Mrs. Supreet Kaur Rekhi	Non-Executive - Non-Independent Director	Non-Executive Director
6	Ms. Sapna Khana	Non-Executive - Independent Director	Independent Director

## BOARD MEETING

**Structured Governance for Informed Decision-Making:** The Board of Directors of Company follows a well-defined framework to ensure structured, transparent, and effective governance. Meetings are conducted at regular intervals with a predefined agenda, allowing for comprehensive discussions on strategic, operational, and financial matters. Key areas of focus include financial statements, budgets, significant contracts, and long-term business strategies

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. The information as specified in Schedule II to the Listing Regulations is regularly made available to the Board, whenever applicable, for discussion and consideration.

All recommendations made by the Committees were duly accepted by the Board during the financial year 2024-25. There were no instances where the Board did not accept a committee's recommendation, reflecting alignment and consistency in governance practices.

The Board Agenda includes an Action Taken Report comprising of actions arising from the Board Meetings and status updates thereof.

In strict adherence to Regulation 17 of the Listing Regulations and the Companies Act, 2013, which mandate that the gap between any two consecutive Board Meetings should not exceed 120 days, the Company ensured full compliance with this requirement.

A detailed record of Director attendance at Board Meetings during the financial year ended March 31, 2025, is provided below:

S. No	Date of meeting of board of director during the reporting year	Name of the Directors Present during the Meeting							Attendance at the Previous AGM (Yes/No/NA)
		Sandeep Jair	Supreet Kaur Rekhi	Rajit Sehgal	Mohan Chauhan#	Yogesh Kumar#	Ajay	Sapna Khanna#	
1	08-05-2024	(✓)	--	(✓)	(✓)	(✓)	(✓)	NA	All Directors are present in previous AGM
2	23-05-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
3	30-05-2024	(✓)	(✓)	(✓)	--	(✓)	(✓)	NA	
4	06-07-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
5	16-07-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
6	25-07-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
7	06-08-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
8	12-08-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
9	06-09-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
10	13-09-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
11	12-11-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
12	23-11-2024	(✓)	(✓)	(✓)	(✓)	(✓)	(✓)	NA	
13	11-12-2024	(✓)	(✓)	(✓)	NA	(✓)	(✓)	NA	
14	25-12-2024	(✓)	(✓)	(✓)	NA	(✓)	(✓)	(✓)	
15	13-02-2025	(✓)	(✓)	(✓)	NA	(✓)	(✓)	(✓)	

**Note:**

# The tenure of Mr. Mohan Chauhan as an Independent Director concluded on December 1, 2024. Subsequently, Mrs. Sapna Khanna was appointed as an Additional Independent Director with effect from December 25, 2024, through a postal ballot process."

During the year under review, Mr. Yogesh Kumar (DIN: 08722626) upon the recommendation of the Nomination and Remuneration Committee, Reappointed as Independent Director of the Company in capacity of Non-Executive Director for the second term of five years commencing from February 13, 2025 to February 12, 2030.

Mr Rajit Shegal, Non-Executive Director (DIN:05281112) retiring by rotation, is eligible for re-appointment. All relevant details, as required under Regulation 36(3) of the Listing Regulations and applicable Secretarial Standards (SS-2), have been provided in the Notice of the Annual General Meeting (AGM). Information regarding his qualifications, expertise, experience, and other key aspects has been included to enable shareholders to make an informed decision.

**Directors' Directorships/Committee Memberships:**

The Board of Directors of Company ensures full compliance with regulatory guidelines concerning their directorship positions and committee memberships in other public limited and equity-listed companies. None of the Directors, including alternate directors, hold directorships in more than 10 public limited companies or serve as directors in more than 7 equity-listed companies. For Independent Directors, this limit is 7 equity-listed companies or 3 equity-listed companies if they hold a Whole-time Director or Managing Director position in any listed company.

Additionally, Directors on the Board of Company adhere to the prescribed limits under Regulation 26(1) of the Listing Regulations. None of the Directors hold membership in more than 10 committees or serve as Chairpersons in more than 5 committees across all listed companies where they hold directorships.

Further all the Directors have informed about their directorships and committee memberships/chairmanships including any change in their positions. The number of directorships, committee membership(s)/chairmanship(s) of all Directors is within respective limits prescribed under the Act and the Listing Regulations.

All required disclosures regarding directorship positions, committee memberships, and shareholding details of the Directors as of March 31, 2025, have been duly made and are outlined below

Name of Director	Director Identification Number (DIN)	No. of Directorship in other Indian Public Limited Companies *	No. of committee positions held as Chairman in other Public Companies**	No. of Committee positions held as Member in other Public Companies* *	No. of Equity Shares of Company held by the Director	Name of other Listed Entity and Category of Directorship
Mr. Sandeep Jain	02365790	--	--	--	9,05,36,836	-
Mrs. Supreet Kaur Rekhi	10409347	1	--	--	--	--
Mr. Rajat Sehgal	05281112	--	--	--	--	--
Mrs. Sapna Khanna	10876163	--	--	--	--	--
Mr. Yogesh Kumar	08722626	--	--	--	--	--
Mr. Ajay	08556054	--	--	--	--	--

**\* Regulatory Compliance Clarification:** The restrictions on the number of directorships and committee positions, as outlined in Regulation 26 of the Listing Regulations, do not apply to private limited companies, foreign companies, high-value debt-listed entities, or companies registered under Section 8 of the Companies Act, 2013. The disclosures provided are in full compliance with Regulation 26 of the Listing Regulations.

When evaluating committee roles, only chairmanship and membership in the Audit Committee and the Stakeholders' Relationship Committee have been considered. This ensures a focused assessment in line with regulatory standards and supports transparent reporting of directorships and committee memberships.

To maintain compliance with regulatory requirements, Independent Directors have provided declarations affirming their independence and confirming their ability to perform duties with objectivity and impartiality. This aligns with Section 149(6) of the Companies Act, 2013, Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16(1)(b) & 25(8) of the Listing Regulations. Also as per Para C of Schedule V to the Listing Regulations, we would like to confirm that in the opinion of the board, all the independent directors of the Company fulfil the conditions specified in these regulations and are independent of the management.

The Audit Committee has thoroughly reviewed the Company's financial statements, ensuring accuracy and adherence to applicable accounting and regulatory standards. As Company does not have any subsidiaries in India, the statutory requirement to appoint an Independent Director on the Board of Indian subsidiaries is not applicable.

Throughout the financial year, the Board of Directors has carefully reviewed and approved all statutory recommendations made by Board Committees. This practice ensures full compliance Schedule V of the Listing Regulations.

#### DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SEAS ON MARCH 31, 2025

Among the Board members, none of the Directors are related to each other.

#### Details of equity shares and convertible instruments of the Company held by the Non-Executive Directors as on March 31, 2025 are given below:

None of the Non-Executive Directors hold any equity and convertible instruments shares or any other securities of the Company for the financial year ending as on 31<sup>st</sup> March, 2025.

### Familiarization Program for Directors and Continuous Learning:

Company follows a structured approach to ensure that all newly appointed non-executive and independent directors undergo a comprehensive familiarization program. This program is designed to provide a deep understanding of the Company's core values, vision, mission, business philosophy, and governance framework.

Further details about the Familiarization Program for Independent Directors are available on the Company's website at the following link: <https://monteil.in/pages/policies>

### Core Skills / Expertise / Competencies available with the Board

The Board evaluates its composition to ensure that the appropriate mix of skills, experience, independence and knowledge to ensure its continued effectiveness. The Board Members should, at a minimum, have background that when combined provide a portfolio of experience and knowledge that will serve Lorenzini's governance and strategic needs. The Directors have demonstrated experience and ability that is relevant to the Board's oversight role with respect to Lorenzini's business and affairs. In terms of Listing Regulations, the following skills, expertise and competencies have been identified by the Board of Directors as required in the context of its business and sector for it to function effectively:

Industry knowledge

- ✚ Leadership and Entrepreneurship
- ✚ Strategic Planning
- ✚ Business Management
- ✚ Corporate Governance
- ✚ Financial and Risk Management
- ✚ Sales, Marketing and Retail

The Board as a whole possesses abovementioned skills / expertise and competencies.

Name of Director	Leadership and Entrepreneurship	Strategic Planning	Business Management	Corporate Governance	Financial and Risk Management	Sales, Marketing and Retail
Mr. Sandeep Jain	✓	✓	✓	✓	✓	✓
Mrs. Supreet Kaur Rekhi	---	✓		✓	✓	-
Mr. Ajay	-		-	✓	✓	-
Mr. Rajit Sehgal	-	-	✓	✓	-	✓
Mrs. Sapna Khanna	✓	✓	✓		✓	-
Mr. Yogesh Kumar	✓	-	✓	✓	-	-

### CONFIRMATION

On the basis of declaration received from the independent Directors, the Board confirms that in their opinion the Independent Directors of the Company fulfil the conditions specified in the SEBI Listing Regulations, 2015 and are independent of the management. They remained fully committed to their roles, actively contributing to the Company's governance, decision-making, and strategic oversight throughout the year.

### COMMITTEES OF THE BOARD

The Board has constituted the following Committees viz.

- ✚ Audit Committee,
- ✚ Nomination and Remuneration Committee ("NRC"),
- ✚ Stakeholders' Relationship Committee

Each Committee is mandated to operate within a well-defined Charter which is re-visited by the Board periodically. Each Committee contributes and assists the Board, resulting in an effective discharge of roles and responsibilities by the Directors of the Company.

## AUDIT COMMITTEE

The Audit Committee has been a key pillar of Company's governance framework. The committee plays an important role in overseeing the quality and accuracy of financial reporting, internal audits, and compliance with legal and regulatory standards. It is responsible for reviewing financial statements, assessing audit findings, and monitoring the appointment, independence, and performance of statutory and internal auditors. Its primary objective is to ensure that Company's accounting and reporting practices remain transparent, accurate, and aligned with regulatory expectations.

As of March 31, 2025, the committee comprises three independent directors and 1 executive director, each bringing extensive experience in finance, accounting, and corporate governance. In compliance with Section 177 of the Companies Act, 2013, and Regulation 18 of the Listing Regulations, the committee operates within a structured regulatory framework. To support its functions, Mr. Ankush Mittal, Company Secretary, serves as the Committee Secretary.

## ROLE AND TERMS OF REFERENCE

The Board has framed the Audit Committee charter for the purpose of effective compliance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015. The Audit Committee inter-alia performs the following functions:

-  Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
-  Recommending to the Board, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees;
-  Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
-  Reviewing, with the management, the annual financial statement before submission to the Board for approval, with particular reference to :
  - Matters required to be included in the Director's responsibility Statement which forms part of the Directors' Report pursuant to Clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions and g) modified opinion(s) in the draft audit report.
  - Disclosure of any related party transactions
-  Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
-  Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
-  Review and monitor the auditor's independence and performance and effectiveness of audit process.
-  Approval or any subsequent modification of transactions of the company with related parties.
-  Scrutiny of inter-corporate loans and investments.
-  Valuation of undertakings or assets of the company, wherever it is necessary.
-  Evaluation of internal financial controls and risk management systems.
-  Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
-  Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
-  Discussion with internal auditors on any significant findings and follow up thereon;
-  Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of material nature and reporting the matter to the Board.
-  Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- ✚ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ✚ To review the functioning of the Whistle blower mechanism.
- ✚ Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- ✚ reviewing the utilization of loans and/ or advances from/investment by the Company in the subsidiary company exceeding ` 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- ✚ review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively; and
- ✚ The Committee shall also consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

The audit committee shall mandatorily review the following information:

- ✚ Management discussion and analysis of financial condition and results of operations;
- ✚ Management letters / letters of internal control weaknesses issued by the statutory auditors;
- ✚ Internal audit reports relating to internal control weaknesses; and
- ✚ The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- ✚ Statement of deviations:
  - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### **COMPOSITION OF AUDIT COMMITTEE**

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The composition of the Audit Committee as under:

Name of Director	Position	Category
Mr. Yogesh Kumar#	Chairperson	Non-Executive & Independent Director
Mr. Ajay	Member	Non-Executive & Independent Director
Mrs. Sapna Khanna#	Member (from 25 <sup>th</sup> December 2024)	Non-Executive & Independent Director
Mr. Sandeep Jain	Member	Executive Director
Mr. Mohan Chauhan #	Member (till 01 <sup>st</sup> December 2024)	Non-Executive & Independent Director

#### **Note**

# The tenure of Mr. Mohan Chauhan as an Independent Director concluded on December 1, 2024. Subsequently, Mrs. Sapna Khanna was appointed as an Additional Independent Director with effect from December 25, 2024, through a postal ballot process."

During the year under review, Mr. Yogesh Kumar (DIN: 08722626) upon the recommendation of the Nomination and Remuneration Committee, Reappointed as Independent Director of the Company in capacity of Non-Executive Director for the second term of five years commencing from February 13, 2025 to February 12, 2030.

The Company in their board meeting held on February 13, 2025 reconstituted the committees. Therefore, Date of Appointment of Director in committees is taken on, February 13, 2025.

### **MEETINGS AND ATTENDANCE**

The requisite quorum was present at all the Meetings. During the year under review, the Mr. Yogesh Kumar acted as a Chairperson every Audit committee meeting. The directors who acted as the Chairperson for the Audit Committee meetings held during the year were Independent Directors and were present at the last Annual General Meeting of the Company held on 30<sup>th</sup> September 2024. During the year under review, the representatives of the Statutory Auditors attended all the Audit Committee meetings, where Financial Results were approved.

The Audit Committee met 5 (Five) times during the Financial Year 2024-25. The maximum gap between two Meetings was less than 120 days, the same is tabled below:

Date of Meeting	Name of the Audit Committee members				
	Mr. Yogesh Kumar	Mr. Ajay	Mrs. Sapna Khanna	Mr. Sandeep Jain	Mr. Mohan Chauhan
23/05/2024	(✓)	(✓)	NA	(✓)	(✓)
12/08/2024	(✓)	(✓)	NA	(✓)	(✓)
06/09/2024	(✓)	(✓)	NA	(✓)	(✓)
12/11/2024	(✓)	(✓)	NA	(✓)	(✓)
13/02/2025	(✓)	(✓)	(✓)	(✓)	NA

### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee (NRC) serves as a pivotal role in composing a Board of Directors whose expertise mirrors the Company's long-term vision and industry imperatives. A comprehensive evaluation of the Board's composition underscores a nuanced grasp of crucial Company aspects, spanning growth strategies, environmental stewardship, operational dynamics, financial health, regulatory compliance, diversification pursuits, and more.

Company follows a transparent and structured approach to director compensation, ensuring compliance with all applicable regulations. The Company was duly constituted Nomination & Remuneration Committee (NRC), in accordance with Section 178 of the Companies Act, 2013, and Regulation 19 of the Listing Regulations. As of March 31, 2025, the committee comprises Three Independent Directors and One Non-Executive Director, with the Chairperson also being an Independent Director.

### **TERMS OF REFERENCE**

The broad terms of reference of the NRC, as approved by the Board, are in compliance with Section 178 of the Act and Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, and are as follows:

- ✚ To assist the Board in determining the appropriate size, diversity, and composition of the Board.
- ✚ To recommend to the Board appointment/ re-appointment and removal of Directors and Senior Management.
- ✚ To frame criteria for determining qualifications, positive attributes and independence of Directors.
- ✚ To recommend to the Board, remuneration payable to the Directors and Senior Management (within the appropriate limits as defined in the Act);
- ✚ to create an evaluation framework for Independent Directors and the Board.
- ✚ to provide necessary reports to the Chairman after the evaluation process is completed by the Directors.
- ✚ to assist in developing a succession plan for the Board and Senior Management.
- ✚ to assist the Board in fulfilling responsibilities entrusted from time-to-time; and
- ✚ delegation of any of its powers to any Member of the Committee or the Compliance Officer.

**COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE**

The composition, quorum, powers, role and scope are in accordance with Section 178 of the Act and the provisions of Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015. The composition of the Nomination & Remuneration Committee as under:

Name of Director	Position	Category
Mr. Yogesh Kumar#	Chairperson	Non-Executive & Independent Director
Mr. Ajay	Member	Non-Executive & Independent Director
Mr. Rajit Sehgal	Member	Non-Executive Director
Mrs. Sapna Khanna#	Member (from 25 <sup>th</sup> December 2024)	Non-Executive & Independent Director
Mr. Mohan Chauhan #	Member (till 01 <sup>st</sup> December 2024)	Non-Executive & Independent Director

**Note**

# The tenure of Mr. Mohan Chauhan as an Independent Director concluded on December 1, 2024. Subsequently, Mrs. Sapna Khanna was appointed as an Additional Independent Director with effect from December 25, 2024, through a postal ballot process.

During the year under review, Mr. Yogesh Kumar (DIN: 08722626) upon the recommendation of the Nomination and Remuneration Committee, Reappointed as Independent Director of the Company in capacity of Non-Executive Director for the second term of five years commencing from February 13, 2025 to February 12, 2030.

The Company in their board meeting held on February 13, 2025 reconstituted the committees. Therefore, Date of Appointment of Director in committees is taken on, February 13, 2025

**MEETINGS AND ATTENDANCE**

The requisite quorum was present at all the Meetings. During the year under review, the Mr. Yogesh Kumar acted as a chairperson of committee meeting. The directors who acted as the Chairperson for the Committee meetings held during the year were Independent Directors and were present at the last Annual General Meeting of the Company held on 30<sup>th</sup> September 2024.

The Nomination & Remuneration Committee met 04 (Four) times during the Financial Year 2024-25.

Date of Meeting	Name of the Nomination & Remuneration Committee members				
	Mr. Yogesh Kumar	Mr. Ajay	Mrs. Sapna Khanna	Mr. Rajit Sehgal	Mr. Mohan Chauhan
08/05/2024	(✓)	(✓)	NA	(✓)	(✓)
06/09/2024	(✓)	(✓)	NA	(✓)	(✓)
25/12/2024	(✓)	(✓)	NA	(✓)	NA
13/02/2025	(✓)	(✓)	--	(✓)	NA

**PERFORMANCE EVALUATION OVERVIEW**

In accordance with the provisions of the Companies Act, 2013, SEBI Guidance Note on Board evaluation, and the relevant provisions of the Listing Regulations, 2015, the Board has conducted an annual evaluation of its performance, as well as that of its committees and individual Directors. This comprehensive assessment was conducted through dedicated meetings involving both independent and non-independent directors.

- Independent Directors' Performance:** The entire Board, excluding the director under evaluation, convened to assess the performance of independent directors. This evaluation aimed to ensure impartiality and transparency.
- Committee Evaluation:** The effectiveness of Committees was evaluated by gathering inputs from Committee Members and analyzing their performance in fulfilling their mandates.
- Board and Chairman Assessment:** A dedicated meeting of Independent Directors assessed the performance of Non-Independent Directors, the Board as a whole, and the Chairman. This holistic evaluation considered inputs from both Executive and Non-Executive Directors.

The evaluation criteria encompassed various facets such as roles, responsibilities, competencies, strategic alignment, risk management, diversity, and business context. A comprehensive questionnaire, tailored to assess the Board's

functioning, culture, fulfilment of duties, adherence to professional standards, and governance, was circulated among all members. This questionnaire delved into directors' knowledge, decision-making independence, contribution to strategic planning, collaboration with peers, comprehension of risk dynamics, and more. Additionally, leadership qualities, coordination abilities, and steering proficiency of the Board Chairman and committee chairpersons were also scrutinized.

### STAKEHOLDER RELATIONSHIP COMMITTEE

In accordance with Section 178 (6) of the Companies Act, 2013, read with Regulation 20(4) and Para B of Part D of Schedule II of the Listing Regulations, our Stakeholders Relationship Committee is vested with significant responsibilities to safeguard the interests of our valued shareholders.

Our Stakeholders Relationship Committee, constituted under the relevant provisions, remains committed to expediting the resolution of shareholder complaints. Through regular monitoring of complaints registered via platforms like the SEBI Complaints Redress System (SCORES) and those received via Stock Exchanges, along with corresponding action taken reports (ATRs), we ensure swift and efficient redressal. The committee convenes periodic meetings to bolster shareholder services and promptly address any grievances, whether routed through the RTA or directly to the Company.

### TERMS OF REFERENCE AND RESPONSIBILITIES

- Addressing Shareholders' Concerns:** The committee diligently resolves grievances pertaining to share transfers/transmissions, non-receipt of essential documents such as annual reports and dividend warrants, and other matters concerning general meetings.
- Ensuring Voting Rights:** We actively review measures aimed at empowering shareholders to effectively exercise their voting rights, ensure
- Maintaining Service Standards:** Assessment of adherence to service standards adopted by the Company regarding services provided by the Registrar & Share Transfer Agent (RTA) is a priority, ensuring seamless shareholder experiences.
- Enhancing Shareholder Communication:** We review various initiatives aimed at reducing unclaimed dividends and facilitating timely receipt of critical documents such as dividend warrants, annual reports, and statutory notices.

Our Stakeholders Relationship Committee, constituted under the relevant provisions, remains committed to expediting the resolution of shareholder complaints. Through regular monitoring of complaints registered via platforms like the SEBI Complaints Redress System (SCORES) and those received via Stock Exchanges, along with corresponding action taken reports (ATRs), we ensure swift and efficient redressal. The committee convenes periodic meetings to bolster shareholder services and promptly address any grievances, whether routed through the RTA or directly to the Company.

The Company prioritizes the interests of its shareholders and considers them as valued owners. It takes proactive measures to address their concerns and resolves complaints in a timely manner. Most complaints are resolved within 15 days, excluding those of a legal nature

### COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition, quorum, powers, role and scope are in accordance with Section 178 of the Act and the provisions of Regulation 20 read with and Para B of Part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015. The composition of the Stakeholders Relationship Committee as under:

Name of Director	Position	Category
Mr. Yogesh Kumar#	Chairperson	Non-Executive & Independent Director
Mr. Sandeep Jain	Member	Executive Director
Mr. Rajit Sehgal	Member	Non-Executive Director
Mrs. Sapna Khanna#	Member (from 25 <sup>th</sup> December 2024)	Non-Executive & Independent Director

**Note**

# The tenure of Mr. Mohan Chauhan as an Independent Director concluded on December 1, 2024. Subsequently, Mrs. Sapna Khanna was appointed as an Additional Independent Director with effect from December 25, 2024, through a postal ballot process.

During the year under review, Mr. Yogesh Kumar (DIN: 08722626) upon the recommendation of the Nomination and Remuneration Committee, Reappointed as Independent Director of the Company in capacity of Non-Executive Director for the second term of five years commencing from February 13, 2025 to February 12, 2030.

The Company in their board meeting held on February 13, 2025 reconstituted the committees. Therefore, Date of Appointment of Director in committees is taken on, February 13, 2025

**MEETINGS AND ATTENDANCE**

The requisite quorum was present at all the Meetings. During the year under review, the Mr. Yogesh Kumar acted as a chairperson of committee meeting. The directors who acted as the Chairperson for the Committee meetings held during the year were Independent Directors and were present at the last Annual General Meeting of the Company held on 30<sup>th</sup> September 2024.

The Stakeholders Relationship Committee met 1 (One) time during the Financial Year 2024-25.

Date of Meeting	Name of the Stakeholders Relationship Committee members			
	Mr. Yogesh Kumar	Mr. Sandeep Jain	Mrs. Sapna Khanna	Mr. Rajit Sehgal
06/01/2025	(✓)	(✓)	(✓)	(✓)

**DETAILS OF SHAREHOLDERS' COMPLAINTS**

S.No	Particular	Complaint
1	Complaints pending as on April 1, 2024	0
2	Complaints received during the year	0
3	Complaints resolved during the year	0
4	Complaints pending as on March 31, 2025	0

The above table includes Complaints received by the Company from SEBI SCORES and through Stock Exchanges where the securities of the Company are listed.

**RISK MANAGEMENT COMMITTEE:**

As of March 31, 2025, the Company did not fall under the category of the top 1000 listed entities or qualify as a high-value debt listed entity. Therefore, the provisions relating to the constitution of a Risk Management Committee are not applicable to the Company."

**SENIOR MANAGEMENT**

The brief detail about senior management is as follow:

Name	Designation
Sandeep Jain	Managing Director & Chief Financial Officer
Ankush Mittal	Company Secretary and Compliance Officer

During the financials year 2024-25 no changes in the senior management.

**INDEPENDENT DIRECTORS' MEETING**

Pursuant to requirements of the Act and Listing Regulations the Company's Independent Directors met once during the Financial Year without the presence of Non-Executive Directors, Executive Directors or Management to discuss the matters as laid out therein for such meetings.

Further, interactions outside the Board meeting take place between the Chairman and Independent Directors on a regular basis. During the year, the Independent Directors met on February 03, 2025, inter-alia, to:

- 📁 Review the performance of Non-Independent Directors and the Board as a whole.
- 📁 Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- 📁 Assess the quality and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;
- 📁 Recommend measures that may be considered by the Company for Corporate Governance, if any;
- 📁 Review recommendations from the last Independent Directors meeting along with their implementation status.

**DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2025****Remuneration to Executive Director**

The appointment and remuneration of Executive Director i.e. Chairman and Managing Director is governed by the recommendation of the NRC, Resolutions passed by the Board of Directors and Shareholders of the Company. The remuneration package of Chairman and Managing Director comprises salary, perquisites, allowances, contributions to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. Annual increments are linked to performance and are decided by the NRC and recommended to the Board for approval thereof.

Particular	Mr. Sandeep Jain	Ankush Mittal
Designation	Chairman & Managing Director & CFO	Company Secretary
Present Term of Appointment	5 years from 1 <sup>st</sup> July 2022 to 30 <sup>th</sup> June 2027	Not Applicable
Salary and allowance	Rs. 12,00,000 p.a. (Rs. Twelve Lakh Per annum)	Rs. 5,55,000 (Rupees Five Lakh Fifty-Five Thousand)
Commission	-	--
Variable Pay	-	--
Other benefits and Perquisites	Rs. 60,000 p.a. (Rs. Sixty Thousand Per annum)	--
Sitting fee	-	--
Minium Remuneration	Rs. 12,60,000 p.a. (Rs Twelve Lakh Sixty Thousand Per Annum)	Rs. 6,00,000 (Rupees Six Lakh) annual
No. of Share held	9,05,36,836 Equity Share	NIL

The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors and Independent Directors during the FY 2024-25 except for the Sitting Fees and Commission paid or payable to them respectively as approved by the Board from time to time.

The Nomination and Remuneration Policy are posted on website of the company at <https://monteil.in/pages/policies>

**GENERAL BODY MEETINGS****ANNUAL GENERAL MEETINGS:**

The Company takes pride in its consistent track record of conducting the last three Annual General Meetings (AGMs) within the statutory timeline, reflecting its strong commitment to transparent corporate governance. Each AGM was convened and conducted in full compliance with the provisions of the Companies Act, 2013, ensuring adherence to all regulatory requirements.

Shareholders received timely notices, allowing sufficient time for participation and informed decision-making. The agenda items were thoroughly discussed and voted upon, demonstrating the Company's dedication to legal compliance and meaningful shareholder engagement.

To maintain transparency and accountability, the minutes of each AGM were carefully documented and securely maintained, providing a comprehensive and accurate record of proceedings.

The previous three Annual General Meetings (AGMs) of the Company witnessed the passing of Special Resolutions having significant importance. The details of last three AGM and Special Resolutions are as follows

AGM	Financial Year	Date and time	Venue	Details of Special Resolution Required
17	2023-2024	30 <sup>th</sup> September 2024 at 02:00 P.M	Video Conferencing Other Audio Visual Means	1. To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in section 186 of the Companies Act, 2013.
16	2022-23	20 <sup>th</sup> September 2023 at 03:00 P.M	Video Conferencing Other Audio Visual Means	1. Alteration in Articles of Association of the Company.  2. To Approve the Issuance of Warrants Convertible into Equity Shares to the Proposed Allottees, on a Preferential Basis.
15	2021-22	24 <sup>th</sup> September 2022 at 11:00 A.M	Registered office of the company	1. To Consider and Approve the Re-appointment of Mr. Sandeep Jain as Managing Director of the Company and Approval of Remuneration.  2. To Consider and Approve the Re-appointment of Mrs. Deepika Jain as Managing Director of the Company and Approval of Remuneration.  3. To consider and approve the alteration in Article of Association of the Company.

### **POSTAL BALLOT**

During the financial year 2024-25, the Company successfully passed Resolutions through postal ballot with e-voting for the re-appointment of Mr. Yogesh Kumar and appointment of Mrs. Sapna Khanna as Independent Director. The resolution received approval by the requisite majority, reflecting strong shareholder confidence and support.

The Company ensured full compliance with postal ballot regulations and facilitated e-voting, providing shareholders with a convenient and accessible platform to participate. This initiative further strengthened engagement and inclusivity in the decision-making process.

Summary of the voting pattern regarding ordinary resolution through Postal Ballot with e-voting is as follows:

Item No.	Resolution	No. of Votes Polled	No. of Votes in favour	No. of Votes against	% of votes polled in favour	% of votes polled in against
1.	<b><u>Special Resolution</u></b> To consider and approve appointment of Mrs. Sapna Khanna (DIN:10876163) as an Independent Director of the Company	108149515	108144092	5423	99.995	0.005

2	<b>Special Resolution</b> To consider and approve re-appointment of Mr. Yogesh Kumar as an Independent Director (DIN: 08722626) for a second term of five years	108149515	108143902	5613	99.9948	0.0052
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In compliance with the Companies Act, 2013 and Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board appointed Mr. Anuj Gupta, Practicing Company Secretary (Membership No. A31025, Certificate of Practice No. 13025), as the Scrutinizer to oversee the Postal Ballot and E-Voting process. His role was to ensure that the voting process was conducted fairly, transparently, and in accordance with legal requirements.

As per Section 110 of the Companies Act, 2013, and other applicable provisions, the Postal Ballot Notice was dispatched via email on February 15, 2025, to shareholders whose names appeared in the register of shareholders/list of beneficiaries as of the cut-off date. A public notice was also published in newspapers, informing shareholders about the dispatch of notices and other relevant details as required under the Act and applicable rules.

To facilitate electronic voting, the Company engaged Central Depository Services Limited (CDSL) to provide an e-voting platform, enabling shareholders to cast their votes securely and conveniently on the proposed resolutions.

Upon completion of the voting process, Mr. Anuj Gupta, Scrutinizer, submitted his report on March 19, 2025. The Postal Ballot results were announced on the same day and were published on the Company's website. Additionally, the results were communicated to the Stock Exchanges, Depositories, and the Company's Registrar and Share Transfer Agent. For further details, shareholders may visit the Company's website.

#### **MEANS OF COMMUNICATION:**

Sl. No.	Quarter	Financial Express (All Editions) (English Newspapers in Which quarterly results were published / to be published)	Jansata (Vernacular Newspapers in which quarterly results were published / to be published)
1	Quarter-1- June ended 2024	August 13, 2024	August 13, 2024
2	Quarter-2- September ended 2024	November 14, 2024	November 14, 2024
3	Quarter-3- December ended 2024	February, 14 2025	February, 14 2025
4	Quarter-1- March ended 2025	June 01, 2025	June 01, 2025

#### **WEBSITE ADDRESS OF THE COMPANY ON WHICH FINANCIAL RESULTS ARE POSTED**

Name of Stock Exchange(s)	Website Address	Date of Filing of Results			
		Quarter - I	Quarter - 2	Quarter - 3	Quarter - 4
		June ended 2024	September ended 2024	December ended 2024	March ended 2025
BSE Limited (BSE)	<a href="http://www.bseindia.com">www.bseindia.com</a>	August 12, 2024	November 12, 2024	February 13, 2025	May 30, 2025
National Stock Exchange of India Limited (NSE)	<a href="http://www.nseindia.com">www.nseindia.com</a>				

#### **WEBSITE ADDRESS OF THE COMPANY ON WHICH FINANCIAL RESULTS ARE POSTED**

<https://monteil.in/pages/financial-information>

#### **PRESENTATIONS MADE TO INSTITUTIONAL INVESTORS OR TO THE ANALYSTS.**

Not Applicable during the financials year 2024-25.

**SHAREHOLDER INFORMATION****ANNUAL GENERAL MEETING ("AGM") FOR THE FINANCIAL YEAR 2024-25.**

Date	September 30, 2025
Day	Tuesday
Time	3:30 PM(IST)
Mode of the AGM	Through Video Conferencing (VC) or Other Audio Visual Means (OAVM), as per the framework issued by the Ministry of Corporate Affairs (MCA) read with applicable circulars.
Deemed Venue of AGM	Registered office of the Company i.e C-64, Okhla Industrial Area, Phase-I, New Delhi, Delhi, 110020

**FINANCIAL YEAR**

Financial year of the Company is for a period of 12 months commencing from 1st April and ending on 31st March.

**DIVIDEND:**

The Board of Director has not recommended any dividend during the year.

**LISTING ON STOCK EXCHANGES**

At present, the equity shares of your Company are listed on National Stock Exchange India Limited and BSE Limited. The annual listing fees for the financial year 2024 - 25 to BSE and NSE has been paid.

Stock Exchange	Scrip Code/ Symbol
BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	540952
National Stock Exchange of India Limited ("NSE") Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	LAL

**SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THE REASON THEREOF**

Not applicable -As securities of the Company were not suspended for trading on any stock exchanges during financial year 2024-25.

**DETAILS OF REGISTRAR AND SHARE TRANSFER AGENT**

Name of Registrar to an issue and share transfer agents	Skyline Financial Services Private Limited
Address	D-153 A 1 <sup>st</sup> Floor Okhla Industrial Area, Phase – I New Delhi-110020
Website	<a href="http://www.skylinerta.com">www.skylinerta.com</a>
Telephone	011-26812682, 40450193

**SHARE TRANSFER SYSTEM**

Trading in equity shares of the Company is permitted only in dematerialized form. In terms of requirements of Regulation 40 of the Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized to be able to freely transfer them and participate in various corporate actions.

**DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

As on March 31, 2025, 99.99% of the equity shares of the Company were in dematerialized form (NSDL 71.14% and CDSL 28.85% respectively). The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories.

Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail benefits of dealing in shares in demat form.

For convenience of shareholders, the process of getting the shares dematerialized is given hereunder:

- a) Demat account should be opened with a Depository Participant ("DP").
- b) Shareholders should submit the Dematerialization Request Form ("DRF") along with share certificates in original, to their DP.
- c) DP will process the DRF and will generate a Dematerialization Request Number ("DRN").
- d) DP will submit the DRF and original share certificates to the Registrar and Transfer Agents ("RTA"), i.e. Skyline Financial Services Private Limited.
- e) RTA will process the DRF and update the status to DP/ depositories.
- f) Upon confirmation of request, the shareholder will get credit of the equivalent number of shares in his demat account maintained with the DP.
- g) As required under SEBI Circular no. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 and to enhance ease of dealing in securities markets by investors, listed companies are required to issue securities in dematerialized form only. As per the referred circular Form ISR-4 required to be submitted by securities holder/claimant has been hosted on the website of the Company.

To enhance market efficiency and facilitate seamless trading and in compliance of SEBI mandate the Company has implemented a policy mandating trading in its shares only in dematerialized form. By promoting dematerialization, the Company aims to enhance liquidity, streamline share transactions, and provide shareholders with convenient and secure means of holding and trading their shares

#### **OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY**

During the Financial year 2024-25, 1,60,47,550 convertible warrant (including 5663842 bonus equity shares which reserve the portion for the warrant holder to exercise option of conversion of warrant into the equity shares) are converted into the equity shares of the Company and the same was listed and traded on the BSE Limited and NSE Limited.

As on March 31, 2025 there were no outstanding global depository receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

#### **COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES;**

During the financial year, Company has not entered into the transaction related to commodity price or foreign exchange risk and hedging activities;

#### **LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD**

During the financial year 2024-25, Company was not obtained any rating from the credit rating agency in India or abroad.

#### **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

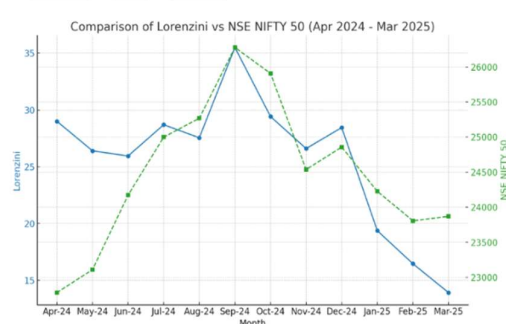
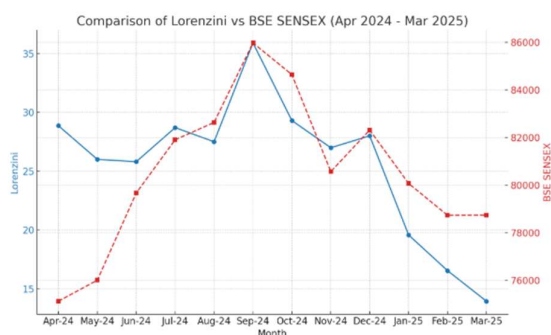
As stipulated by SEBI, a qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchanges where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

## Shareholding pattern- Before Promoter Reclassification

Category	No. of Shareholders	No. of Share held	% held
<b>Promoter &amp; Promoter Group</b>	2	97029754	56.17
<b>Institutions</b>			
Foreign Portfolio Investors Category I	3	2811930	1.63
<b>Non-Institutions</b>			
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	17361	16704031	9.67
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	26	30023380	17.38
Bodies Corporate	30	25113771	14.54
Non-Resident Indians (NRIs)	61	222498	0.13
Unclaimed or Suspense or Escrow Account	1	2350	0.00
Others	112	828837	0.147
<b>Total</b>	<b>17596</b>	<b>172736551</b>	<b>100</b>

## Share Price Data

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
April 2024	28.86	24.50	10840931	29.00	24.25	123000
May 2024	26.00	21.00	28103458	26.40	20.95	3044000
June 2024	25.80	21.74	4251572	25.95	21.69	783000
July 2024	28.70	21.23	21946133	28.70	20.95	7591000
August 2024	27.50	20.71	21239128	27.55	20.95	5650000
September 2024	35.90	20.50	87827649	35.50	21.33	20570000
October 2024	29.30	22.10	9336592	29.42	21.86	1375000
November 2024	26.99	23.10	4686656	26.60	22.85	763000
December 2024	28.00	18.01	13336605	28.45	18.00	3377000
January 2025	19.57	14.22	12991139	19.37	14.05	3347000
February 2025	16.54	11.25	1665005	16.46	11.17	544000
March 2025	13.94	10.16	3827110	13.92	10.44	11373000



Source: <https://www.bseindia.com/> and <https://www.nseindia.com/>

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Private Limited as Share Transfer Agent and register of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of Stakeholder Relationship Committee.

## AFFIRMATIONS AND DISCLOSURES:

## DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

In line with the requirements under Regulation 23(1) of the Listing Regulations, the Company has formulated a Policy on Related Party Transactions ("Policy") which is also available on Company's website at [https://monteil.in/wpcontent/uploads/2023/01/Policies/Related\\_Party\\_Transaction\\_Policy.pdf](https://monteil.in/wpcontent/uploads/2023/01/Policies/Related_Party_Transaction_Policy.pdf)

The Audit Committee of the Company review Related Party Transactions (RPTs) entered during the financial year 2024-25. All transactions entered into by the Company with the Related Parties as defined under the Act and Regulation 2(1)(zb) of the Listing Regulations during the financial year were on arm's length basis and were in compliance with the requirements of provisions of Section 188 of the Act.

None of the transactions with Related Parties were in conflict with the interest of Company. All the transactions are carried out on an arm's length or fair value basis.

The Annual Report contains comprehensive information on the transactions between the Company and related parties, which are disclosed in the notes to the accounts. It is important to note that these transactions do not pose any conflicts with the Company's interests.

#### **DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING LAST THREE FINANCIAL YEARS.**

The Company failed to comply with the Board composition requirements as prescribed under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, both NSE and BSE levied a penalty of ₹1, 10,000. Upon becoming aware of the non-compliance, the Board of Directors immediately took corrective action by filling the vacancy.

The Company failed to comply with Regulation 167(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Delay of five months in the lock-in requirement related to the convertible warrants. The National Stock Exchange (NSE) and BSE Limited issued an advisory letter in this regard. The Compliance Officer has duly taken the matter on record and has assured that all future compliances will be adhered to in a timely manner.

The Company failed to comply with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Delay in submitting the application for reclassification of shareholder status. As a result, NSE and BSE issued a warning letter. The Compliance Officer has taken the matter on record and will ensure timely compliance with all applicable provisions going forward.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of Company's code of conduct and ethics.

The Whistle Blower Policy reflects the Company's dedication to providing a secure and fearless working environment for its employees. The policy has been communicated across the organization and is readily accessible on the Company's website at [https://monteil.in/wp-content/uploads/2023/01/Policies/Whistle\\_Blower\\_Policy.pdf](https://monteil.in/wp-content/uploads/2023/01/Policies/Whistle_Blower_Policy.pdf).

To enhance the effectiveness of the reporting system, the Company has successfully introduced an online platform for reporting Whistle Blower-related issues in the prescribed format. This initiative aligns with the requirements of Schedule V of the Listing Regulations. It is important to note that no personnel have been denied access to the Audit Committee of the Company, as mandated.

#### **DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON- MANDATORY REQUIREMENTS.**

The Company diligently adheres to all mandatory provisions of Corporate Governance as prescribed by the Listing Regulations and other applicable provisions. the Company is committed to maintaining compliance with requirements outlined in Regulation 27 in conjunction with Part E of Schedule II of the Listing Regulations. By doing so, the Company aims to foster a strong corporate governance framework that ensures transparency, accountability, and protection of stakeholders' interest.

#### **WEB LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED**

The Company didn't have any Material Subsidiary during the Financial year ended March 31, 2025.

**WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS**

Policy for determining material subsidiaries and RPT Policy on materiality and dealing with related parties of the Company are posted on the Company's website at <https://monteil.in/pages/policies>.

**DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).**

During the Financial Year 2023-24, the Company issued and allotted 10,38,371 convertible warrants on a preferential basis at an issue price of ₹202.24 per warrant, aggregating to approximately ₹2,100.00 lakh. This issuance was approved by the shareholders at the Annual General Meeting held on September 20, 2023. These warrants have been converted into equity shares in the Financial Year 2024-25.

Details of Utilization of Proceeds:

Particulars	Amount (₹ in lakh)
Total Amount Received	2,100.00
Funds Utilised for the Object of Preferential Issue	1,653.72
Balance Unutilized Funds	446.28

The unutilized amount of **₹446.28 lakh** is currently in the process of being deployed towards the stated objectives of the preferential issue. Pending such deployment, the funds have been **temporarily and strategically invested in the equity market** with the intent to optimize returns. This is in line with prudent treasury management practices and subject to applicable regulatory and internal risk management guidelines.

**DISCLOSURE BY THE COMPANY AND ITS SUBSIDIARY OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT**

The Company and its subsidiary has not given any Loans and advances in the nature of loans to firms/companies in which directors are interested.

**WHERE THE BOARD HAD NOT ACCEPTED ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED, IN THE RELEVANT FINANCIAL YEAR.**

During the Financial year 2024-25, all recommendations made by the Committee(s) of the Board which were mandatorily required have been accepted by the Board.

**CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF THE COMPANY BY THE BOARD / MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHORITY.**

Company has obtained a certificate from M/s. Anuj Gupta & Associates, Company Secretaries, who serve as the Secretarial Auditor of the Company. The certificate confirms that none of the directors on the board of the Company have been debarred or disqualified from holding directorship by SEBI, Ministry of Corporate Affairs, or any other relevant statutory authority.

This certificate is attached as an annexure to this Report, further demonstrating the Company's commitment to upholding corporate governance standards and ensuring the suitability and eligibility of its directors.

**TOTAL FEES FOR ALL SERVICES PAID BY COMPANY TO STATUTORY AUDITOR OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2025.**

Particulars	Amount
Audit fee for the financial year March 31, 2025	4,50,000
Other services	1,45,000
Out of Pocket Expenses	--
<b>Total</b>	<b>5,95,000</b>

### **DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

As per Section 134(3) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014, a “Statement that the Company has complied with the provisions related to Constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)” has to be included in the Board’s Report.

We are pleased to inform you that no complaints related to sexual harassment were reported during the year under the POSH Act.

### **THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSE (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF THE SEBI (LODR) REGULATIONS, 2015.**

Company is compliant with the corporate governance requirements outlined in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015. The Company adheres to these regulations to ensure transparency, accountability, and the protection of stakeholders’ interests.

The Company is compliant with all the requirements of Corporate Governance Report as stated in sub paras (2) to (10) of Schedule V of Listing Regulations.

During the third quarter ended December 31, 2025, the Company inadvertently failed to comply with the Board composition requirements as prescribed under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for a period of 22 days.

This non-compliance was due to a temporary vacancy on the Board, resulting in the composition falling short of the regulatory requirements. Upon identification of the lapse, the Board of Directors acted promptly and took immediate corrective action by appointing an independent director to restore compliance.

Consequently, both the National Stock Exchange (NSE) and BSE Limited levied a penalty of ₹1,10,000 each, totalling ₹2,20,000. The Company has duly paid the penalties and has also reviewed its internal compliance monitoring mechanisms to avoid such occurrences in the future.

### **DISCLOSURES RELATED TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the Company reports the following details in respect of the equity shares lying in the suspense account.

Particulars	No. of Shareholders	No. of Equity Shares
aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	4	2350
number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	0	0
number of shareholders to whom shares were transferred from suspense account during the year;	0	0
aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	4	2350
that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	0	0

### **DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

Please note that there is no agreement (which are binding to the Company) disclosed under clause 5A of paragraph A of Part A of Schedule III to the Listing Regulations.

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS**

In compliance with SEBI regulations on the prevention of insider trading, Company has implemented a comprehensive code of conduct for promoters, directors, designated employees, and their immediate relatives. The code provides guidelines on procedures, disclosures, and the consequences of violations when dealing with the company's shares.

The company has also established policies for handling leaks of unpublished price-sensitive information (UPSI) and determining legitimate purposes. The Code of Corporate Disclosure Practices and the Policy for Determination of Legitimate Purposes are readily available on the company's website. To ensure compliance, Company maintains a structured digital database (SDD) internally, capturing all relevant details pertaining to UPSI.

Furthermore, Company has proactively taken measures to strengthen its insider trading prohibition framework and meet regulatory requirements. These efforts demonstrate the company's commitment to maintaining a robust system that prevents insider trading in its securities.

**CODE OF CONDUCT**

Company has a robust policy framework that guides the ethical and professional conduct of its Board Members and Senior Management. The Code of Conduct encompasses both fundamental ethical considerations and specific guidelines for professional behaviour. The company ensures compliance with this code, as stated in the Annual Report, by the Board Members and Senior Management.

The Code of Conduct is readily accessible on the company's website at <https://monteil.in/pages/policies> allowing stakeholders to familiarize themselves with its principles and guidelines.

**FUNCTIONAL WEBSITE OF THE COMPANY AS PER REGULATION 46 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Company complies with Regulation 46 of the Listing Regulations by maintaining an active and informative website for the Company. The official website, accessible at <https://monteil.in/pages/investors-declaration>, serves as a reliable source of essential information about the Company, including details about its business, financial information, various policies, shareholding pattern, and other relevant information for shareholders. The Company recognizes the importance of keeping its website up to date and regularly updates the information provided on the website. By doing so, Company ensures that shareholders and other stakeholders have easy access to accurate and current information about the Company's operations and performance.

The Company's website serves as a valuable resource for shareholders to stay informed about Company's activities, enabling them to make well-informed decisions. By maintaining a functional and regularly updated website, Company demonstrates its commitment to transparency and providing convenient access to relevant information for the benefit of its stakeholders.

**CEO/CFO Certification**

The Managing Director and Chief Financial Officer of Company have fulfilled their responsibility of providing annual certification on financial reporting and internal controls to the Board, as mandated by Regulation 17(8) of the Listing Regulations. This certification affirms the company's commitment to maintaining accurate and reliable financial information and ensuring effective internal controls. Similarly, in compliance with Regulation 33(2) of the Listing Regulations, the Managing Director and Chief Financial Officer have jointly issued quarterly certifications on the financial results. These certifications accompany the presentation of the financial results to the Board, reinforcing the accuracy and reliability of the reported financial information.

**For Lorenzini Apparels Limited**

**Date: 04/09/2025**  
**Place: New Delhi**

**SD/-**  
**(Sandeep Jain)**  
**Chairman, Managing Director & CFO**  
**DIN:02365790**

**SD/-**  
**(Rajit Sehgal)**  
**Director**  
**DIN: 05281112**

**Chief Financial Officer (CFO) Certification****(Pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015)**

I, Sandeep Jain, Managing Director & Chief Financial Officer of Lorenzini Apparels Limited ("the Company") to the best of our knowledge and belief, certify that: -

- A. I have reviewed financial statements for the year April 1, 2024, to March 31, 2025, and to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year i.e., April 1, 2024, to March 31, 2025, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit Committee: -
1. Significant changes in internal control over financial reporting during the year i.e., April 1, 2024, to March 31, 2025.
  2. Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**MONTTELL**  
A M E R I C A N L U X U R Y

**For & on behalf of Board of Directors**  
**Lorenzini Apparels Limited**

**SD/-**  
**(Sandeep Jain)**  
**Managing Director & CFO**  
**DIN:02365790**  
**Place: New Delhi**  
**Date:30/05/2025**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
Lorenzini Apparels Limited  
C-64, Okhla Industrial Area Phase-I,  
South Delhi- 110020

**Compliance Certificate from Practicing Company Secretary Regarding Compliance of Conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations")**

We have examined the compliance of conditions of Corporate Governance by Lorenzini Apparels Limited ("the Company"), for the financial year ended 31 March, 2025 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has substantially complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI Listing Regulations, Except following:-

- a) Regulation 17 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:- During the third quarter of the financial year 2024-25, the Company was not in compliance with the requirements stipulated under Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This regulation pertains to the composition of the Board of Directors, which mandates a balanced mix of executive and non-executive directors, including the requisite number of independent directors, as per the applicable provisions.

Upon review by the stock exchanges, both the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) observed the deviation from the prescribed composition and, in accordance with SEBI norms, imposed a penalty of ₹1,10,000/- (Rupees One Lakh Ten Thousand only) on the Company for the said non-compliance. Immediately upon becoming aware of the non-compliance, the Company took prompt corrective action and filled the vacancy and company also undertakes to exercise more vigilance towards the compliance.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Anuj Gupta & Associates  
(Company Secretaries)**

SD/-  
CS Anuj Gupta  
(Proprietor)  
M. No – A31025  
COP. No. 13025  
Peer Review No. 1126/2021  
UDIN: A031025G001086079

Date: 26/08/2025  
Place: New Delhi

**CERTIFICATION OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

This is to confirm that the Company has received declarations affirming compliance of the Code of Conduct from the persons concerned for the Financial Year ended 31st March, 2025.

**For & on behalf of Board of Directors  
Lorenzini Apparels Limited**

**SD/-  
(Sandeep Jain)  
Managing Director & CFO  
DIN:02365790  
Place: New Delhi  
Date:04/09/2025**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) read with Schedule V Para C  
Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members,  
**Lorenzini Apparels Limited**  
C-64, Okhla Industrial Area Phase-I,  
South Delhi- 110020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Lorenzini Apparels Limited (CIN- L17120DL2007PLC163192) and having registered office at C-64, Okhla Industrial Area Phase-I, South Delhi- 110020, (hereinafter referred to as 'the Company') produced before by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to our by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March 2025, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No.	Name of Director	DIN	Date of Appointment
1.	Sandeep Jain	02365790	09/05/2007
2.	Rajit Sehgal	05281112	26/06/2017
3.	Sapna Khanna	10876163	25/12/2024
4.	Supreet Kaur Rekhi	10409347	01/12/2023
5.	Ajay	08556054	02/03/2023
6.	Yogesh Kumar	08722626	16/03/2020

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. We responsible is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Anuj Gupta & Associates  
(Company Secretaries)**

SD/-  
**CS Anuj Gupta**  
(Proprietor)  
M. No – A31025  
COP. No. 13025

Peer Review No. 1126/2021  
UDIN: A031025G001086024

Date:22/05/2025  
Place: New Delhi



# **LORENZINI APPARELS LIMITED MANAGEMENT DISCUSSION & ANALYSIS REPORT**



## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The management of Company has reviewed the Company's performance and key business developments for the financial year ended March 31, 2025, and shared its perspective on the road ahead. The outlook reflects the current economic environment and business landscape, though future developments—both domestic and global—across economic, social, and political fronts may influence actual outcomes.

### **Global Economy Overview**

The global economy showed steady progress, despite facing a challenging and uncertain environment. According to the IMF World Economic Outlook, April 2025, the world economy grew by 3.3 percent in 2024, and is projected to grow by 2.8 percent and 3.0 percent in 2025 and 2026 respectively. While these figures reflect a stable trend, they also signal that the pace of growth is more moderate compared to the past. Sector-wise, the global services sector continued to expand, while manufacturing showed signs of weakness, particularly in Europe. Trade policy uncertainty remains high, with more protectionist measures being adopted by major economies. This could impact investment flows and global trade if such trends continue.

Looking ahead, risks from geopolitical tensions and climate-related events persists. As the global economy adjusts to new realities, businesses are focusing more on resilience, diversification, and long-term value creation.

### **Indian Economy Overview**

India's economy remained on a steady growth path in FY 2024-25, demonstrating resilience amid global headwinds and geopolitical uncertainties. As per the first advance estimates released by the Ministry of Statistics & Programme Implementation (MoSPI), real GDP is projected to grow by 6.4 percent for the year, reaffirming India's status as one of the fastest-growing major economies globally.

The industrial sector recorded a growth of 6.2 percent, led by infrastructure and construction activities. India's Manufacturing PMI remained in expansion, and outlook surveys by the RBI indicate improving order books and business sentiment in upcoming quarters. Exports grew by 5.6 percent in H1 FY25, while imports remained largely flat.

Importantly, India's growth has been supported by macroeconomic stability, with controlled inflation, a manageable fiscal position, and a stable balance of payments. These factors have contributed to building resilience in the domestic economy and bolstering investor confidence.

We continue to monitor these developments closely. While several economic uncertainties remain, opportunities are emerging and we are well positioned to capture these.

### **Textile Market Summary**

The global textile industry had grown consistently since CY2018, barring CY2020, which saw a decline due to Covid-19. The growth has continued and the global textile market size attained a value of around USD 988 Billion in 2024. Going ahead, the industry is expected to grow by around 3-4 percent driven by increasing demand from the apparel industry, newer trends in fast fashion segment coupled with the growth of e-commerce platforms. However, the industry may face challenges due to ongoing tariff situation.

India is the second largest producer of cotton globally, which provides a significant competitive advantage. For the Indian economy, the textile sector is one of the critical sectors being the second largest provider of employment, after agriculture. It provides employment to approx. 45 million people directly and to another 60 million indirectly through allied activities.

The textile industry in India is diversified with handwoven and handspun textile at one end and sophisticated textile mills on the other end of the spectrum. Presence of players across the value chain starting from production of raw material to production of yarn, fabric and garments in the country makes the Indian textile industry well placed at a global level.

Between fiscals 2019 to fiscal 2024, the total Indian textile and apparel industry had grown at a CAGR of 4.5 percent. Within the total industry, the domestic Indian textile and apparel industry had grown at a higher pace of 5.8 percent, while exports have grown at a CAGR of 2.1 percent.

The future growth in Indian textile and apparel market will be led by various economic factors such as increase in discretionary income and rising urban population. Further, the demand is poised by increase in online retailing, shift from cotton to man-made fibre, fast fashion, and robust growth of technical textiles segment. Additionally, global industry expanding outside of China would aid the Indian export markets in the growth trajectory. Bangladesh is the second largest exporter of readymade garments.

However, the socio-political disturbances erupting in Bangladesh during 2024 have shifted some RMG orders to India and this trend may continue on the future thus benefit the Indian textile industry. The cotton yarn market is expected to grow at 4.5-5.5% CAGR between fiscals 2024 and 2028 driven by recovery in global trade.

The ongoing tariffs imposed by the USA will have consequences on the Indian textile industry as it creates uncertainty and volatility for the business and may adversely impact the India's GDP growth, decline in export volumes and export revenue and supply chain disruptions. However, India has a competitive advantage due to higher tariffs imposed on other competing countries in the textile sector.

## BUSINESS OPERATIONS OF THE COMPANY

Your Company is known for quality and customer-oriented focus. Quality control is paramount, and the Company strives to deliver the best products to its customers, thereby enhancing the brand name among customers. The Company places great emphasis on establishing strategic business partnerships with selective customers in the domestic markets, which had enabled the business to maintain a competitive edge among industry peers.

The Company serves its customers through the channels of retail business and E-commerce. It also outsources the garments manufacturing on job work basis from third party contractors from time to time and provides the technical specification such as designs, pattern, quality fabrics etc. to them who based on company specifications, procure the requisite raw material at their own costs and begin the manufacturing process. The Products are sold under the brand name "MONETIL" through the exclusive stores /outlets in India.

## PERFORMANCE OF THE COMPANY

During the financial year under review, the Company recorded a turnover of ₹ 6,342.04 lakhs against ₹ 5475.92 lakhs in the previous year and the Company has incurred profit of ₹ 583.64 lakhs as compared to profit of ₹ 529.66 lakhs in previous financial year. The management of the Company is putting their best efforts to improve the performance of the Company.

During the year the Company has performed modestly but despite of challenging economic conditions and other related factors, we are able to maintain profits and steady revenue in the Company. The Directors are relentlessly striving for betterment of the business and growth of the Company. They are optimistic about the future and expect the business to perform well in the forthcoming year.

## RISK AND CONCERNS

The prevailing economic trends are likely to have a direct impact on your Company's growth prospects. Inflation is expected to remain high for the foreseeable future, driven by commodity price increases due to ongoing conflicts and broader price pressures. Additionally, the anticipated interest rate hikes by Central Banks in the coming year are expected to dampen growth and strain economies, especially in emerging markets.

In this environment, the ability to effectively manage cost pressures will be crucial to your Company's overall performance. Reduced purchasing power and demand, driven by the economic climate, could lead to significant shifts in consumer behavior, negatively affecting the market for textiles and apparel. A shift towards more value-for-money options could further reduce growth and profitability for your Company.

## Opportunities

- a) Sustainable Product: There is a growing consumer demand for responsibly produced clothing. By adopting Sustainable practices, we can attract and retain eco-conscious customers and enhance our brand loyalty and Reputation. Through product and process innovation, we can help lower the environmental footprint of our Products across own operations and value chain.
- b) Product Quality and Safety: -Product quality and safety can help us gain a competitive edge in the market. High-quality, safe products foster consumer trust and loyalty, enhancing brand reputation and encouraging Repeat purchases.
- c) Resource Management- Energy and Water: -efficient resource usage and focus on raw materials and processes with lower environmental impact can result in cost savings, increased customer loyalty, the opening of new market segments and a stronger brand Image.
- d) Resilient exports: -Textile and apparel exports rose 5.37% year-on-year in July 2025, reaching US \$3.1 billion, with cumulative exports from April-July surpassing US \$. According to the Textile Ministry, the industry has demonstrated resilience despite global uncertainties, reaffirming its role as a key driver of employment, exports, and economic growth, PTI reported.

- e) As per quick estimates released by the Directorate General of Commercial Intelligence & Statistics (DGCIS), cumulative textile exports for April-July 2025 rose 3.87 per cent to \$12.18 billion against \$11.73 billion last year.

## OUTLOOK AND STRATEGY

### Market Outlook (India - Apparel Industry)

India's apparel industry is set for steady growth, driven by favorable demographics, rising incomes, urbanization, and evolving fashion preferences. Digital adoption and demand for branded, personalized clothing are transforming consumer behavior, especially in Tier II-IV cities, fueled by aspirational youth and expanding e-commerce.

Despite short-term macroeconomic pressures like inflation and shifting spending patterns, long-term prospects remain strong. The rise of Gen Z and Gen Alpha, growing fashion awareness, and increasing demand for sustainable, value-driven fashion are reshaping the industry's future.

### Strategic Focus Areas

To capitalize on these trends and maintain a competitive edge, the Company has adopted the following key strategies:

- Omnichannel Expansion:** Integrating digital and physical retail for a seamless customer experience, with continued investment in e-commerce and digital marketing.
- Portfolio Diversification:** Expanding product offerings across value, premium, and occasion wear, while entering new categories and consumer segments.
- Geographic Penetration:** Strengthening presence in Tier II-IV cities through franchise and owned formats, backed by localized marketing.
- Customer-Centric Innovation:** Using data to drive personalized products, curated collections, and improved post-purchase service.
- Sustainability:** Adopting eco-friendly materials, optimizing supply chains, and minimizing environmental impact in line with global standards.
- Operational Efficiency:** Leveraging technology and AI to boost supply chain agility, inventory management, and responsiveness to market trends.

## KEY INITIATIVES WITH RESPECT TO STAKEHOLDER RELATIONSHIP

A Stakeholder's relationship committee is formed for reviews of statutory compliances and services relating to security. No complains was raised or received from any shareholders during the year.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

The Company had sufficient numbers of employees at its administrative office. The Company recognizes the importance of human value and ensures that proper encouragement both moral and financial is extended to employees to motivate them. The Company enjoyed excellent relationship with workers and staff during the last year.

Our human resource department plays a key function in our Company. It is operated by professionally qualified and experienced personnel and receives attention from senior management. The following table sets forth information on the number of our staff in various departments of our business as of March 31, 2025.

Employees on Payroll excluding Contractual and KMP/ Directors	As on March 31, 2025
Skilled/ Semi-Skilled	7
Unskilled	82
Contractual	6
Total	95

**SUMMARY OF KEY FINANCIAL METRICS AND KEY RATIO**

The Summary of Key Financial metrics and Key Ratio has been disclosed, as applicable, have been made in the Financial Statements, which are to be read together with the Notes annexed thereto and forming an integral part of the Financial Statements

**FORWARD LOOKING STATEMENTS**

Readers are cautioned that this Management Discussion and Analysis contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words “anticipate”, “believe”, “estimate”, “intend”, “will”, and “expected” and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward-looking statements. The important factors that would make a difference to the Company’s operations include economic conditions affecting demand supply and price conditions in the domestic and overseas markets, raw material prices, changes in the Governmental regulations, labour negotiations, tax laws and other statutes, economic development within India and the countries within which the Company conducts business and incidental factors. The Company undertakes no obligation to publicly amend, modify or revise any forward-looking statements on the basis, of any subsequent developments, information or events. This report is prepared on the basis of public information available on website / report / articles etc. of various institutions. The following discussion and analysis should be read in conjunction with the Company’s financial statements included herein and the notes thereto.

For Lorenzini Apparels Limited

	SD/-	SD/-
	(Sandeep Jain)	(Rajit Sehgal)
Date: 04/09/2025 Place: New Delhi	Chairman, Managing Director & CFO DIN:02365790	Director DIN: 05281112

**MONTEIL**  
A M E R I C A N L U X U R Y

## INDEPENDENT AUDITOR'S REPORT

To The Members of  
**LORENZINI APPARELS LIMITED**

**Report on the Audit of the Financial Statements:**  
**Opinion**

We have audited the accompanying financial statements of **LORENZINI APPARELS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended on that date and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
The Company issued equity shares on a preferential basis amounting to ₹2,100 lakhs. As disclosed in Note No. 15 & 9 of the financial statements, the issue was undertaken for specific objectives and the proceeds are proposed to be utilized accordingly. Management has represented that the Company is in the process of deploying the funds raised towards the intended objectives, and pending such deployment, the unutilized portion has been temporarily invested in the equity market. Considering the significance of the preferential issue, the quantum of funds raised, and the monitoring of utilization thereof, this matter has been considered to be one of the most significant matters in our audit of the financial statements for the current year.	<ul style="list-style-type: none"> <li>• Obtained and reviewed the resolutions of the Board of Directors and shareholders approving the preferential issue of equity shares.</li> <li>• Verified the filings made with regulatory authorities and examined the relevant compliance with SEBI and Companies Act requirements relating to the issue.</li> <li>• Examined the offer documents, terms of the issue, and management representations regarding the objectives of the issue and the proposed utilization of proceeds.</li> <li>• Reviewed the schedule of utilization of proceeds and temporary deployment of the funds, including investments made in the equity market, and reconciled the same with supporting bank statements, investment records, and internal approvals.</li> <li>• Evaluated the adequacy and appropriateness of disclosures made in Note No. 15 &amp; 9 of the financial statements in accordance with the applicable financial reporting framework.</li> </ul>

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained ~~all the information and explanations which to the best of~~ our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 37 to the financial statements.
  - ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund.
  - iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and  
c) Based on the audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
  - v) The Company has not declared or paid any dividend during the year.
  - vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, where audit trail (edit log) facility was enabled and operated throughout the year for the accounting software, we did not come across any instance of the audit trail feature being tampered with.
2. As required by the **Companies (Auditor's Report) Order, 2020 ("the Order")** issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For MITTAL AND ASSOCIATES**  
**Chartered Accountants**  
**Firm Registration No.- 106456W**

**MONTEIL**  
A M E R I C A N L U X U R Y

**Sd/-**  
**Neeraj Bangur**  
**Partner**  
**Membership No. : 462798**  
**UDIN : 25462798BMKOZH1339**  
**Place:- Mumbai**

**Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **LORENZINI APPARELS LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **LORENZINI APPARELS LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MITTAL AND ASSOCIATES**  
**Chartered Accountants**  
**Firm Registration No.- 106456W**

**Sd/-**  
**Neeraj Bangur**  
**Partner**  
**Membership No. : 462798**  
**UDIN : 25462798BMKOZH1339**  
**Place:- Mumbai**



**MONTEIL**

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A M E R I C A N L U X U R Y

**Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **LORENZINI APPARELS LIMITED** of even date)

In case of the Company’s Property, Plant and Equipments and Intangible Assets:

1. (i) According to the information and explanations given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment;

(ii) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant & Equipment have been physically verified by the management in a phased manner which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the book records and the physical fixed assets have been noticed.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

2. (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Variances between the quarterly returns or statements filed by the Company with such banks are in agreement are as follows;

(Rs. In Lakhs)

Period	Current Assets submitted to Banks	Current Assets as per books	Difference	Reason
June, 2024	3,259.55	3,798.47	14.19%	The variance is primarily due to in the stock statement submitted in bank, advances received from customers have been adjusted against debtors, and only trade payables pertaining to purchases of materials have been disclosed under creditors.
September, 2024	3,851.12	3,695.51	-4.21%	
December, 2024	4,335.06	4,172.30	-3.90%	
March, 2025	4,044.01	4,450.83	9.14%	

3. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments and not provided any guarantees or securities to companies, firms, limited liability partnership or any other parties during the year. The Company has granted any loans, secured or unsecured, to firms or limited liability partnership and granted advances in the nature of loans to employees.

- a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has granted loans, secured or unsecured, granted advances in the nature of loans to employees as below:

Particulars	Guarantees	Security	Loans	Advances in nature of loans
<b>Aggregate amount granted/ provided during the year</b>				
i) Subsidiaries, joint ventures & associates	-	-	-	-
ii) Parties other than subsidiaries, joint ventures & associates: - Employees	-	-	-	0.99
<b>Balance outstanding as at balance sheet date in respect of above cases</b>				
i) Subsidiaries, joint ventures & associates	-	-	-	-
ii) Parties other than subsidiaries, joint ventures & associates: -Employees	-	-	-	4.78

- b) According to the information and explanation given to us, the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest;
- c) Schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;
- d) According to the information and explanation given to us, no amount is overdue in this respect;
- e) According to the information and explanation given to us, in respect of any loan or advance in the nature of loan granted which has fallen due during the year, none has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties;
- f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment in the nature of loans to its related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act").
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2025 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has generally been regular in depositing undisputed statutory dues including Income-Tax, Goods and Services Tax and any other material statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the above

were in arrears as at March 31, 2025 for a period of more than six months from the date on when they become payable.

(c) According to the information and explanation given to us, there are no dues of Income Tax, Goods and Services Tax, duty of customs outstanding on account of any dispute.

8. According to the information and explanations given to us and the records of the Company examined by us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

9. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks and financial institutions.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Willful Defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis, for the purposes for which they were obtained.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) According to information and explanations given to us, and the procedures performed by us, the company does not have any subsidiaries, joint ventures or associate companies, therefore reporting under clause 3(ix)(e) and (f) is not applicable to the company.

10. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer.

(b) The details of funds raised by the Company through the issue of share warrants and their subsequent utilization are as follows-

The Company has issued 10,38,371 share warrants in Oct'23. Proceeds against these share warrants were received in multiple tranches as under:

Month	Amount (Rs in Lakh)
Oct-23	525.00
May-24	375.00
Jul-24	825.00
Aug-24	375.00
<b>Total</b>	<b>2,100.00</b>

Use of amount Proceeds against the share warrants

Particular	Amount
Total Amount Received	2,100.00
Funds Utilized for the object of Preferential Issues	1,653.72
<b>Unutilised Fund parked in quoted equity share for temporary period</b>	<b>446.28</b>

11. (a) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) The company has not received any whistle blower complaints during the year (and upto the date of this report).

12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards
14. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. The provision of sub-section (5) of Section 135 of the Companies Act, 2013 not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
21. The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For MITTAL AND ASSOCIATES**  
**Chartered Accountants**  
**Firm Registration No.- 106456W**

**Sd/-**  
**Neeraj Bangur**  
**Partner**  
**Membership No. : 462798**  
**UDIN : 25462798BMK0ZH1339**  
**Place:- Mumbai**

<p style="text-align: center;"><b>LORENZINI APPARELS LIMITED</b>  <b>CIN: L17120DL2007PLC163192</b>  <b>ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020</b>  <b>Balance Sheet as at 31st March 2025</b></p>			
(Rs in lakhs, unless stated otherwise)			
	Notes	As at 31st March 2025	As at 31st March 2024
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3	289.23	330.55
(b) ROU Assets	3	111.43	259.38
(c) Intangible Assets	4	5.69	7.67
(d) Financial Assets			
(i) Investments	5	4.67	3.49
(ii) Others	6	126.11	134.57
(e) Deferred Tax Assets (Net)	7b)	52.20	12.35
<b>Total Non-Current Assets</b>		<b>589.33</b>	<b>748.01</b>
<b>Current Assets</b>			
(a) Inventories	8	4,047.94	3,219.04
(b) Financial Assets			
(i) Investments	9	1,345.95	986.34
(ii) Trade Receivables	10	1,145.06	1,166.52
(iii) Cash and Cash Equivalents	11	19.16	11.07
(iv) Bank balances other than (ii) above	12	8.89	8.37
(v) Loans and advances	13	83.58	29.93
(c) Other Current Assets	14	24.30	47.10
<b>Total Current Assets</b>		<b>6,674.88</b>	<b>5,468.37</b>
<b>Total ASSETS</b>		<b>7,264.21</b>	<b>6,216.38</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	15	1,727.37	1,566.89
(b) Other Equity	16	3,032.30	504.08
(c) Money received against share Warrants	16	-	525.00
<b>Total EQUITY</b>		<b>4,759.67</b>	<b>2,595.97</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	17	34.23	80.03
(ii) Lease Liabilities	18	31.90	136.54
(iii) Other Financial Liabilities	19	267.13	278.02
(b) Provisions	20	22.07	18.19
<b>Total Non-Current Liabilities</b>		<b>355.32</b>	<b>512.78</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	785.91	1,241.70
(ii) Lease Liabilities	22	104.64	163.17
(iii) Trade Payables	23		
(A) total outstanding dues of micro enterprises and small enterprises;		85.66	73.36
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		656.52	931.88
(b) Other Current Liabilities	24	281.93	505.09
(c) Provisions	25	2.01	0.83
(d) Current Tax Liabilities (Net)	26	232.54	191.60
<b>Total Current Liabilities</b>		<b>2,149.21</b>	<b>3,107.63</b>
<b>Total EQUITY AND LIABILITIES</b>		<b>7,264.21</b>	<b>6,216.38</b>
Significant accounting policies & key accounting estimates & judgements			
See accompanying notes to the Financial Statements		1-2	
This is the Balance Sheet referred to in our report of even date			
<b>For MITTAL AND ASSOCIATES</b> Chartered Accountants Firm Registration No.- 106456W		<b>For and on behalf of the Board of Directors of</b> <b>LORENZINI APPARELS LIMITED</b>	
sd/-		sd/-	sd/-
Neeraj Bangur Partner Membership No. : 462798 UDIN : 25462798BMKOZH1339 Place:- Mumbai Date:- 30-05-2025		Sandeep Jain (Managing Director & CFO) DIN:- 02365790	Rajit Sehgal (Director) DIN:- 05281112
			sd/-
			Ankush Mittal (Company Secretary) PAN No: COKPM8407B

<p style="text-align: center;"><b>LORENZINI APPARELS LIMITED</b>  <b>CIN: L17120DL2007PLC163192</b>  <b>ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020</b>  <b>Statement of Profit and Loss for the year ended 31st March 2025</b>  <b>(Rs in lakhs, unless stated otherwise)</b></p>			
	Notes	Year ended 31st March 2025	Year ended 31st March 2024
<b>INCOME</b>			
Revenue From Operations	27	6,342.04	5,475.92
Other Income	28	342.26	187.07
<b>Total INCOME</b>		<b>6,684.29</b>	<b>5,662.99</b>
<b>EXPENSES</b>			
Cost of materials consumed	29	4.96	672.91
Purchase of Stock in Trade	30	3,270.89	3,294.72
Change In Inventory	31	815.41	(614.49)
Employee Benefit Expenses	32	407.11	356.96
Finance Costs	33	114.41	140.60
Depreciation Expense	34	230.60	321.48
Other Expenses	35	1,065.54	766.74
<b>Total EXPENSES</b>		<b>5,908.92</b>	<b>4,938.93</b>
<b>Profit before tax</b>		<b>775.38</b>	<b>724.06</b>
<b>Tax Expense</b>			
Current Tax	7a)	247.03	195.76
Tax of Previous Year		(14.49)	4.01
Deferred Tax	7b)	(40.80)	(5.37)
<b>Total Tax Expense</b>		<b>191.74</b>	<b>194.40</b>
<b>Profit for the period</b>		<b>583.64</b>	<b>529.66</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gain on defined benefit plans		5.62	1.78
Fair Market gain on Investment in Gold		1.18	0.51
Income tax relating to Above		(1.71)	(1.58)
<b>Total Other Comprehensive Income</b>		<b>5.09</b>	<b>0.71</b>
<b>Total Comprehensive Income</b>		<b>588.73</b>	<b>530.37</b>
<b>Earnings Per Share (In Rs)</b>			
(1) Basic	36	0.34	0.34
(2) Diluted		0.34	0.32
<p>Significant accounting policies &amp; key accounting estimates &amp; judgements 1-2</p> <p>See accompanying notes to the Financial Statements</p> <p>This is the Statement of Profit &amp; Loss referred to in our report of even date</p>			
<p><b>For MITTAL AND ASSOCIATES</b>  Chartered Accountants  Firm Registration No.- 106456W</p>		<p style="text-align: center;"><b>For and on behalf of the Board of Directors of  LORENZINI APPARELS LIMITED</b></p>	
<p>sd/-</p> <p>Neeraj Bangur  Partner  Membership No. : 462798  UDIN : 25462798BMKOZH1339  Place:- Mumbai  Date:- 30-05-2025</p>		<p>sd/- Sandeep Jain  (Managing Director &amp; CFO)  DIN:- 02365790</p> <p>sd/- Rajit Sehgal  (Director)  DIN:- 05281112</p> <p>sd/- Ankush Mittal  (Company Secretary)  PAN No: COKPM8407B</p>	

<p style="text-align: center;"><b>LORENZINI APPARELS LIMITED</b>  <b>CIN: L17120DL2007PLC163192</b>  <b>ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020</b>  <b>Statement of Cash Flows for the year ended 31st March 2025</b></p>		
	(Rs in lakhs, unless stated otherwise)	
Particulars	Year ended 31st March 2025	Year ended 31st March 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	775.38	724.06
<b>Adjustments for:</b>		
Depreciation expense	230.60	321.48
Finance Costs	114.41	140.60
Interest Income	(4.21)	(1.56)
(Profit)/Loss on sale of property, plant and equipments		0.59
Fair value gain on Share	(326.07)	(145.57)
Gain/ (Loss) on Fair Value of Investments	220.26	(16.29)
Acturial gain and loss	(0.78)	2.30
<b>Operating profit before working capital changes</b>	<b>1,009.58</b>	<b>1,025.62</b>
<b>Adjustments for:</b>		
Decrease/(Increase) in Inventories	(828.90)	(942.69)
Decrease/(Increase) in Loans	(79.79)	1.31
Decrease/(Increase) in Trade Receivables	21.46	(303.75)
Decrease/(Increase) in Other Financial Assets	11.73	(1.04)
Decrease/(Increase) in Other assets	48.93	(49.62)
Increase/(Decrease) in Trade Payables	(263.06)	230.26
Increase/(Decrease) in Other Liabilities	(234.05)	355.46
Increase/(Decrease) in Provisions	10.67	5.99
<b>Cash flow from operating activities post working capital changes</b>	<b>-303.42</b>	<b>321.52</b>
Direct taxes	(191.60)	(94.64)
<b>Net cash flow from operating activities (A)</b>	<b>-495.02</b>	<b>226.87</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant and Equipment	(39.36)	(95.97)
Sale of Property Plant and Equipment	-	(0.59)
Interest received	4.21	1.56
Increase/(Decrease) in Investment	(253.79)	(787.55)
<b>Net cash used in investing activities (B)</b>	<b>(288.94)</b>	<b>(882.55)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	(501.59)	517.26
Money Received against Share Warrant	-	525.00
Interest paid	(114.41)	(140.60)
Lease	(163.17)	(205.81)
Proceeds from issue of shares	1,575.00	-
<b>Net cash used in financing activities (C)</b>	<b>795.83</b>	<b>695.85</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>11.88</b>	<b>40.18</b>
<b>Cash and cash equivalents as at 1st April</b>	<b>70.29</b>	<b>30.12</b>
<b>Cash and cash equivalents as at 31st March</b>	<b>82.17</b>	<b>70.29</b>
<b>Notes</b>		
1. The Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in Ind AS - 7 - 'Statement of Cash Flows', as notified under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder.		
<b>Cash and Cash Equivalents</b>	<b>Year ended 31st March 2025</b>	<b>Year ended 31st March 2024</b>
Balances with banks	2.32	1.35
Bank deposit with maturity less than 3 months	-	-
Cash on hand	16.84	9.72
Bank deposit with maturity more than 3 months but less than 12 months	8.89	8.37
Deposits with bank with maturity more than 12 months	54.12	50.85
<b>Total</b>	<b>82.17</b>	<b>70.29</b>
This is the Statement of Cash Flow referred to in our report of even date		
<b>For MITTAL AND ASSOCIATES</b>	<b>For and on behalf of the Board of Directors of LORENZINI APPARELS LIMITED</b>	
<b>Chartered Accountants</b>		
<b>Firm Registration No.- 106456W</b>		
sd/-	sd/-	sd/-
	<b>Sandeep Jain</b>	<b>Rajit Sehgal</b>
	<b>(Managing Director &amp; CFO)</b>	<b>(Director)</b>
	<b>DIN:- 02365790</b>	<b>DIN:- 05281112</b>
<b>Neeraj Bangur</b>		
<b>Partner</b>		
<b>Membership No. : 462798</b>		
<b>UDIN : 25462798BMKOZH1339</b>		
<b>Place:- Mumbai</b>		
<b>Date:- 30-05-2025</b>		
	sd/-	
	<b>Ankush Mittal</b>	
	<b>(Company Secretary)</b>	
	<b>PAN No: COKPM8407B</b>	

## 1 Corporate information

Lorenzini Apparels Ltd was incorporated in the year 2007 is engaged in manufacturing, designing, and marketing ready-made garments offering a diverse range of formal, semi-formal, and casual wear for men and casual wear for women. The company serves its customers through the channels of retail business and e-commerce. It also outsources the garments manufacturing on job work basis from third party contractors from time to time and provides the technical specifications such as designs, pattern, quality fabric etc. to them who based on company specifications, procure the requisite raw material at their own costs and begin the manufacturing process. The products are sold under the brand name "Monteil" through exclusive stores/outlets in PAN India & Website & marketplace. A wide range of products helps us serve our customers better.

We strive to see ourselves as one of the top fashion brands of India representing global markets, and we are dedicated to achieving this target with our team and leveraging the evergreen trends. We have further expanded the supply of our collection at one of the leading e-commerce platforms, delivering and thriving globally.

The financial statements are approved for issue by the Company's Board of Directors on May 30, 2025.

## 2 Basis of preparation

### 2.1 I. Statement of compliance:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS compliant Schedule III) as applicable to the financial statements.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (refer accounting policy regarding financial instruments), which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

The financial statements were authorised for issue by the Board of Director on May 30, 2025.

### Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded-off to the nearest lakhs (''), as per the requirements of Schedule III of the Act, unless otherwise stated.

### II. Use of estimates, assumptions and judgements

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised, and future periods are affected. Information about significant areas of estimation/ uncertainty and judgements in applying accounting policies that may have significant impact are as follows:

#### a) Measurement of defined benefit obligations

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rate and past trends. Further details about gratuity obligations are given in note 37.

#### b) Provision for litigation and contingencies

The provision for litigations and contingencies are determined based on evaluation made by the management of the present obligation arising from past events the settlement of which is expected to result in outflow of resources embodying economic benefits, which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount. Due to the judgements involved in such estimations the provisions are sensitive to the actual outcome in future periods.

#### c) Useful life of assets considered for depreciation of Property, Plant and Equipments

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by management at the time the asset is acquired and reviewed at each financial year end. The lives are based on prior asset usage experience and the risk of technological obsolescence.

#### d) Leases

The Company determines the lease term as the noncancellable term of the lease after the completion of the one year of the Lease term, for the remaining period if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. It considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

### 2.2 Summary of significant accounting policies

#### a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle

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- ▶ Held primarily for the purpose of trading
  - ▶ Expected to be realised within twelve months after the reporting period, or
  - ▶ Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period
- All other assets are classified as non-current.

A liability is current when:

- ▶ It is expected to be settled in normal operating cycle
- ▶ It is held primarily for the purpose of trading
- ▶ It is due to be settled within twelve months after the reporting period, or
- ▶ There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### b. Revenue Recognition

Revenue from contracts with customers is recognized upon transfer of control of promised goods/products to customers at an amount that reflects the consideration to which the Company is entitled for those goods/ products.

To recognize revenues, the Company applies the following five-step approach:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

#### Interest income

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

#### d. Government grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

- When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.
- Where the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions, at a belowmarket rate of interest, the effect of this favourable interest is treated as a government grant. The loan or assistance is initially recognized and measured at fair value, and the government grant is measured as the difference between the proceeds received and the initial carrying value of the loan. The loan is subsequently measured as per the accounting policies applicable to financial liabilities.

#### e. Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income (OCI) or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

#### Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the balance sheet date.

#### Deferred income tax

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognized outside the statement of profit and loss is recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

**f. Property, Plant & Equipments**

**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company.

All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

**Subsequent measurement (depreciation and useful lives)**

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses, if any. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation on property, plant and equipment has been provided using written down value method using rates determined based on management's assessment of useful economic lives of the asset.

Followings are the estimated useful lives of various category of assets used which are aligned with useful lives defined in schedule II of Companies Act, 2013 :

Buildings	30 Years
Plant & Machinery	15 Years
Computers and Data Processing Units	03 Years
Office Equipment	05 Years
Furniture & Fixture	10 Years
Motor Vehicles	08 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Derecognition:**

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Capital work-in-progress (CWIP)**

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in progress. Capital work in progress is stated at cost which includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances and cost of assets not ready for use at the balance sheet date are disclosed under capital work- in- progress.

**g. Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in statement of profit and loss in the period in which the expenditure is incurred.

Intangible assets are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at the end of each reporting period. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the Company's intangible assets is, as follows:

Useful life	10 years
Amortization Method	Amortized on WDV Method

#### **h. Impairment**

##### **Financial Assets (Other than at Fair Value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ('Financial Instruments') requires expected credit losses to be measured through a loss allowance. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

##### **Non-financial Assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### **i. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **j. Leases**

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **Company as a lessee**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

##### **Right-of-use assets**

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

Leasehold land included in right-of-use assets is depreciated over the lease period. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (h) Impairment of non-financial assets.

##### **Lease Liabilities**

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in financial liabilities.

Lease payments on short-term leases, and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

#### **k. Inventories**

Inventories are valued at the lower of cost and net realizable value.

**Raw materials, consumables, stores, spares and packing materials:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

**Finished goods and work-in-progress:** cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on weighted average basis.

**Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated costs necessary to make the sale.

#### **L. Retirement and other employee benefits**

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**Provident Fund**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

**Gratuity**

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on projected unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

**m. Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**i. Financial Assets**

**Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction cost directly attributable to the acquisition of financial assets at fair value through profit or loss are recognized immediately in the statement of profit and loss.

**Financial assets at amortized cost**

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognized in statement of profit and loss.

**Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses).

**ii. Financial Liabilities**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

**Initial recognition and measurement**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables and loans and borrowings.

**Subsequent measurement**

Financial liabilities are subsequently carried at amortized cost using the effective interest rate (EIR) method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Loans and borrowings**

Loans and borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**De-recognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**n. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible to/ by the Company.

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**Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: Valuation techniques for which the lowest level input which has a significant effect on the fair value measurement is not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

The carrying amounts of trade receivables, trade payables, payables towards capital goods, other Bank Balances and cash and cash equivalents are considered to be the same as their fair values, due to their short-term tenor.

**o. Earnings per share**

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable were based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

**p. Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Chief Operating Decision Maker is considered to be the Board of Directors which makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The Company is primarily engaged in the business of manufacturing, distribution and marketing of garments. These in the context of Ind AS 108 on Operating Segments Reporting are considered to constitute single business segment.

**q. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise of cash at banks and on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (if any) as they are considered an integral part of the Company's cash management.

**r. Provisions, Contingent Liabilities And Contingent Assets**

**Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Contingent Liabilities and Contingent Assets**

Contingent liability is a possible obligation that arises from past events, existence of which will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company, or a present obligation that arises from past events where it is not probable that an outflow of resources will be required to settle the obligation.

A contingent liability also arises in extremely rare cases where there is a liability that cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements, unless the possibility of an outflow of resources embodying economic benefits is remote.

**s. Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

LORENZINI APPARELS LIMITED						
CIN: L17120DL2007PLC163192						
ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020						
Statement of Changes in Equity for the year ended 31st March 2025						
(Rs in lakhs, unless stated otherwise)						
(a) Equity Share Capital						
	As at 31st March 2025		As at 31st March 2024			
	Number of Shares	Amount	Number of Shares	Amount		
<b>Issued, Subscribed &amp; Fully Paid up (Equity Shares of Rs.1/- each)</b>						
Opening Balance	15,66,89,001.00	1,566.89	10,13,89,160	1,013.89		
Changes in equity share capital due to prior period errors	-	-	-	-		
Restated balance at the beginning of the reporting year	15,66,89,001	1,566.89	10,13,89,160	1,013.89		
Changes in equity share capital during the year						
Add: Share Issued During the Year	1,03,83,710.00	103.84				
Add - Bonus Issue	56,63,840.00	56.64	5,52,99,841	553.00		
Closing Balance	17,27,36,551.00	1727.36551	15,66,89,001	1,566.89		
(b) Other equity						
Reserves & Surplus						
Other Equity	Retained Earnings	Securities Premium	Other Comprehensive Income	Bonus Reserve for Share Warrant	Share Warrant	Total
Balance as at 1st April 2024	444.07	-	3.37	56.64	525.00	1,029.08
Profit for the year	583.61	-	-	-	-	583.61
Security Premium on issuance of shares against warrant	-	1,996.16	-	-	-	1,996.16
Less - Share Issued against warrant	-	-	-	-	(525.00)	(525.00)
Bonus Share issued against share warrant	-	-	-	(56.64)	-	(56.64)
Other comprehensive income for the year	-	-	5.09	-	-	5.09
Balance as at 31st March 2025	1,027.68	1,996.16	8.46	-	-	3,032.30
Reserves & Surplus						
Other Equity	Retained Earnings	Securities Premium	Other Comprehensive Income	Bonus Reserve for Share Warrant	Share Warrant	Total
Balance as at 1st April 2023	510.69	13.36	2.66	-	-	526.71
Profit for the year	529.66	-	-	-	-	529.66
Less - Bonus issue	(596.28)	(13.36)	-	56.64	-	(553.00)
Other comprehensive income for the year	-	-	0.71	-	-	0.71
Share Warrant During the Year	-	-	-	-	525.00	525.00
Balance as at 31st March 2024	444.07	-	3.37	56.64	525.00	1,029.08
This is the Statement of Changes in Equity referred to in our report of even date						
For MITTAL AND ASSOCIATES			For and on behalf of the Board of Directors of			
Chartered Accountants			LORENZINI APPARELS LIMITED			
Firm Registration No.- 106456W						
sd/-			sd/-			
Neeraj Bangur			Sandeep Jain			
Partner			(Managing Director & CFO)			
Membership No. : 462798			DIN:- 02365790			
UDIN : 25462798BMKOZH1339						
Place:- Mumbai			sd/-			
Date:- 30-05-2025			Ankush Mittal			
			(Company Secretary)			
			PAN No: COKPM8407B			

LORENZINI APPARELS LIMITED CIN: L17120DL2007PLC163192 ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020 Schedules forming part of the financial statements									
(Rs in lakhs, unless stated otherwise)									
3 Property, Plant and Equipment (PPE)									
	Buildings	Plant & Machinery	Furniture & Fixture	Vehicles	Office Equipment	Computers	Total	ROU Assets	Total Assets
Gross Value									
Balance as at 1st April 2024	180.76	2.22	226.24	160.60	86.10	41.09	697.02	820.04	1,517.06
Additions during the year	-	-	1.37	34.74	1.81	1.39	39.30	-	-
Disposals during the year	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2025	180.76	2.22	227.61	195.34	87.92	42.48	736.32	820.04	1,517.06
Accumulated Depreciation									
Balance as at 1st April 2024	57.09	1.67	139.52	59.66	69.14	39.38	366.47	560.65	927.12
Additions during the year	14.70	0.10	22.16	35.26	7.58	0.84	80.62	147.95	-
Disposals during the year	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2025	71.79	1.77	161.68	94.92	76.72	40.22	447.09	708.61	-
Net carrying value									
As at 31st March 2024	123.67	0.55	86.72	100.94	16.96	1.71	330.55	259.38	589.93
As at 31st March 2025	108.97	0.45	65.93	100.42	11.20	2.26	289.23	111.43	400.66

4 Intangible Assets			
	Brand	Computer	Total
Gross Value			
Balance as at 1st April 2024	20.00	7.56	27.56
Additions during the year	-	0.04	0.04
Disposals during the year	-	-	-
Balance as at 31st March 2025	20.00	7.60	27.60
Accumulated Depreciation			
Balance as at 1st April 2024	14.62	5.27	19.89
Additions during the year	1.39	0.63	2.03
Disposals during the year	-	-	-
Balance as at 31st March 2025	16.01	5.90	21.91
Net carrying value			
As at 31st March 2024	5.38	2.29	7.67
As at 31st March 2025	3.99	1.70	5.69

**LORENZINI APPARELS LIMITED**  
**CIN: L17120DL2007PLC163192**  
**ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020**  
**Schedules forming part of the financial statements**

(Rs in lakhs, unless stated otherwise)

5	Investments	As at 31st March 2025	As at 31st March 2024
	Investments In Gold	4.67	3.49
	Investment in Shares at cost (Unquoted)		
	<b>Total</b>	<b>4.67</b>	<b>3.49</b>
	<b>Note:</b>		
	Book Value Of Gold	2.07	2.07
		<b>2.07</b>	<b>2.07</b>
6	Other non-current financial assets	As at 31st March 2025	As at 31st March 2024
	Unsecured, considered good, unless otherwise stated		
	Security Deposits	71.99	83.72
	Deposits with bank with maturity more than 12 months	54.12	50.85
	<b>Total</b>	<b>126.11</b>	<b>134.57</b>
7	Income tax		
7a)	The major components of income tax expense for the year are as under:		
i)	Amounts recognised in the Statement of Profit and Loss comprises :	Year ended 31st March 2025	Year ended 31st March 2024
	<b>Current tax:</b>		
	- in respect of the current year	247.03	195.76
		<b>247.03</b>	<b>195.76</b>
	<b>Deferred tax expense:</b>		
	Attributable to -		
	- Origination and reversal of temporary differences	(40.80)	(5.37)
		<b>(40.80)</b>	<b>(5.37)</b>
	<b>Total Income tax expense</b>	<b>206.23</b>	<b>190.39</b>
ii)	Income tax recognised in Other Comprehensive Income	Year ended 31st March 2025	Year ended 31st March 2024
	Net loss/(gain) on remeasurements of defined benefit plans	1.71	1.58
	<b>Income tax charged to OCI</b>	<b>1.71</b>	<b>1.58</b>
7b)	Deferred Tax Liabilities (Net)	Year ended 31st March 2025	Year ended 31st March 2024
	Opening balance	12.35	8.56
	Attributable to P&L	40.80	5.37
	Attributable to OCI	(1.71)	(1.58)
	<b>Closing Balance</b>	<b>52.20</b>	<b>12.35</b>
8	Inventories	As at 31st March 2025	As at 31st March 2024
	Raw Materials	2,832.22	1,187.91
	Finished Goods	1,215.72	2,031.13
	<b>Total</b>	<b>4,047.94</b>	<b>3,219.04</b>
9	Investments	As at 31st March 2025	As at 31st March 2024
	Investment In Shares (Quoted)	1,345.95	986.34
	<b>Total</b>	<b>1,345.95</b>	<b>986.34</b>
	<b>Note:</b>		
	Book Value Of Shares (Quoted)	1,566.21	980.00
	<b>Total</b>	<b>1,566.21</b>	<b>980.00</b>

**LORENZINI APPARELS LIMITED**  
**CIN: L17120DL2007PLC163192**  
**ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020**  
**Schedules forming part of the financial statements**

(Rs in lakhs, unless stated otherwise)

10 Trade receivables	As at 31st March 2025	As at 31st March 2024
<b>Unsecured</b>		
Considered good		
Exceeding Six months	532.41	120.41
Others	612.66	1,046.11
<b>Total</b>	<b>1,145.06</b>	<b>1,166.52</b>
Trade receivables are non-interest bearing and are generally on credit terms of 90 to 120 days.		
(Outstanding from due date of payment / from date of transaction)	As at 31st March 2025	As at 31st March 2024
(i) Undisputed Trade Receivables – considered good		
Less than 6 months	612.66	855.87
6 months - 1 year	151.24	194.35
1-2 years	269.36	6.32
2-3 years	1.82	60.19
More than 3 years	109.98	49.79
	1,145.06	1,166.52
(ii) Undisputed Trade Receivables – which have significant increase in credit risk		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(iii) Undisputed Trade Receivables – credit impaired		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(iv) Disputed Trade Receivables – considered good		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
credit risk		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(vi) Disputed Trade Receivables – credit impaired		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
	-	-
(vii) Unbilled dues		
Less than 6 months	-	-
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>1,145.06</b>	<b>1,166.52</b>
<b>TOTAL</b>	<b>1,145.06</b>	<b>1,166.52</b>

**LORENZINI APPARELS LIMITED**  
**CIN: L17120DL2007PLC163192**  
**ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020**  
**Schedules forming part of the financial statements**

(Rs in lakhs, unless stated otherwise)

11	Cash & Cash Equivalents	As at 31st March 2025	As at 31st March 2024
	Balances with banks	2.32	1.35
	Bank deposit with maturity less than 3 months	-	-
	Cash on hand	16.84	9.72
	<b>Total</b>	<b>19.16</b>	<b>11.07</b>
12	Bank balances other than "Cash & Cash Equivalents"	As at 31st March 2025	As at 31st March 2024
	Bank deposit with maturity more than 3 months but less than 12 months	8.89	8.37
	<b>Total</b>	<b>8.89</b>	<b>8.37</b>
13	Current financial assets - Loans and advances	As at 31st March 2025	As at 31st March 2024
	<b>Unsecured, considered good unless otherwise stated</b>		
	Loan to Employees		
	Advance to Creditors	83.58	29.93
	<b>Total</b>	<b>83.58</b>	<b>29.93</b>
14	Other current assets	As at 31st March 2025	As at 31st March 2024
	Balances with Government Authorities	19.52	40.77
	Loan to Employees	4.78	3.79
	Prepaid Expenses	-	2.54
	<b>Total</b>	<b>24.30</b>	<b>47.10</b>
17	Borrowings	As at 31st March 2025	As at 31st March 2024
	<b>Secured Loan:</b>		
	- *From bank	34.23	54.68
	- From NBFC		
	<b>Unsecured Loans</b>		
	-From Bank	-	19.50
	-From NBFC	-	5.85
	<b>Total</b>	<b>34.23</b>	<b>80.03</b>
	(i) Vehicle loans are secured by hypothecation of the vehicles financed through the loan arrangements. Such loan are repayable in equal monthly installments over a period of 2 to 4 years and carry interest rate ranging between 7.95% to 9.30% p.a.		
	(ii) Unsecured loans are repayable in equal monthly installments over a period of 3 years and carry interest rate ranging between 14.00% to 15.00% p.a.		
	(iii) There is no default, continuing or otherwise, as at the balance sheet date, in repayment of any above loans.		
18	Lease Liabilities (Non Current)	As at 31st March 2025	As at 31st March 2024
	Lease Liabilities	31.90	136.54
	<b>TOTAL</b>	<b>31.90</b>	<b>136.54</b>

**LORENZINI APPARELS LIMITED**  
**CIN: L17120DL2007PLC163192**  
**ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020**  
**Schedules forming part of the financial statements**

(Rs in lakhs, unless stated otherwise)

19	Other Financial Liabilities	As at 31st March 2025	As at 31st March 2024
	Security Deposit from franchise holders	267.13	278.02
	<b>TOTAL</b>	<b>267.13</b>	<b>278.02</b>

20	Provisions (Non-current)	As at 31st March 2025	As at 31st March 2024
	<b>Provision for employee benefits (Refer Note 38)</b>		
	Provision for gratuity	22.07	18.19
	<b>Total</b>	<b>22.07</b>	<b>18.19</b>

21	Current Borrowings	As at 31st March 2025	As at 31st March 2024
	<b>Secured Loans from Banks</b>		
	Working Capital Loan	595.74	618.33
	Current maturities of long-term borrowings (Secured)	53.95	123.37
	Loan from NBFC	136.22	500.00
	<b>Total</b>	<b>785.91</b>	<b>1,241.70</b>

i) Working Capital Loan from HDFC Bank is secured against hypothecation of current assets, FD's and mortgage of Immovable Properties of the company, collateral security of immovable properties of others along with personal guarantee of Directors & Collateral Holders and carries effective interest @ 9.10% p.a. (Rep Rate + 2.60%)

ii) Loan from NBFC is unsecured and carries effective interest @ 10.00% p.a.

The Company has borrowings from banks against the security of current assets and the company is submitting the monthly statement of stock and receivables to the banks.

	Amount disclosed as per quarterly statement	Amount as per books of account
For the Period		
June, 2024	3,259.55	3,798.47
Difference	-538.92	
September, 2024	3,851.12	3,695.51
Difference	155.61	
December, 2024	4,335.06	4,172.30
Difference	162.76	
March, 2025	4,044.01	4,450.83
Difference	-406.82	

**Reason for Variance** -The variance is primarily due to in the stock statement submitted in bank, advances received from customers have been adjusted against debtors, and only trade payables pertaining to purchases of materials have been disclosed under creditors.

22	LEASE LIABILITIES (Current)	As at 31st March 2025	As at 31st March 2024
	Lease Liabilities	104.64	163.17
	<b>Total</b>	<b>104.64</b>	<b>163.17</b>

23	Trade Payables	As at 31st March 2025	As at 31st March 2024
	Dues to Micro enterprises & small enterprises (Refer Note c below)	85.66	73.36
	Dues to Others	656.52	931.88
	<b>Total</b>	<b>742.18</b>	<b>1,005.24</b>

Notes:

(i) Trade payables are measured at amortised cost.

(ii) Trade payables are non-interest bearing and are normally settled on 7 to 90 days terms.

**LORENZINI APPARELS LIMITED**  
**CIN: L17120DL2007PLC163192**  
**ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020**  
**Schedules forming part of the financial statements**

(Rs in lakhs, unless stated otherwise)

Particulars	As at 31st March 2025	As at 31st March 2024
<b>(Outstanding from the due date of payment/from the date of transaction)</b>		
<b>(i) MSME</b>		
Less than 1 year	85.66	73.36
1-2 year	-	-
2-3 year	-	-
More than 3 years	-	-
	85.66	73.36
		-
<b>(ii) Others</b>		
Less than 1 year	467.24	904.90
1-2 year	175.30	19.93
2-3 year	1.63	5.76
More than 3 years	11.07	-
	655.24	930.59
<b>(iii) Disputed dues - MSME</b>		-
Less than 1 year	-	-
1-2 year	-	-
2-3 year	-	-
More than 3 years	-	-
	-	-
<b>(iv) Disputed dues - Others</b>		
Less than 1 year	-	-
1-2 year	1.29	1.29
2-3 year	-	-
More than 3 years	-	-
	1.29	1.29
<b>Total Trade Payables</b>	<b>742.18</b>	<b>1,005.24</b>

<b>24</b>	<b>Other current liabilities</b>	As at 31st March 2025	As at 31st March 2024
	<b>Statutory Liabilities</b>		
	Tds Payable	5.78	7.33
	GST Payable	-	-
	Sales Tax Payable	-	-
	Employer EPF/ESIC	0.88	0.82
		-	-
	<b>Payable to Employees &amp; Directors</b>		
	Remuneration Payable to Directors	6.98	6.98
	Employees & Worker	34.50	27.60
		-	-
	Advance From Customers	87.36	160.59
	Others -Non Trade Payables (Payable for Expenses)	146.43	301.77
	<b>Total</b>	<b>281.93</b>	<b>505.09</b>
<b>25</b>	<b>Provision (Current)</b>	As at 31st March 2025	As at 31st March 2024
	<b>Provision for employee benefits (Refer Note 38)</b>		
	Provision for gratuity	0.51	0.33
	Provision for Internal & Tax Audit Fee	1.50	0.50
	<b>Total</b>	<b>2.01</b>	<b>0.83</b>
<b>26</b>	<b>Current Tax Liabilities (Net)</b>	As at 31st March 2025	As at 31st March 2024
	Provision for taxation (net of Advance income-tax)	232.54	191.60
	<b>Total</b>	<b>232.54</b>	<b>191.60</b>

15 Equity Share Capital

(a) Authorised & Issued Share Capital	As at 31st March 2025		As at 31st March 2024	
	Number	Amount	Number	Amount
<b>Authorised Share Capital</b>				
Equity Shares of Rs 1/- each	17,30,00,000	1,730.00	17,30,00,000	1,730.00
<b>Issued, Subscribed &amp; Fully Paid up</b>				
Equity Shares of Rs 1/- each	17,27,36,551	1,727.37	15,66,89,001	1,566.89
<b>(b) Reconciliation of Share Capital</b>				
<b>Issued, Subscribed &amp; Fully Paid up</b>				
Equity Shares of Rs 1/- each	Number	Amount	Number	Amount
Opening Balance	15,66,89,001	1,566.89	10,13,89,160	1,013.89
Add: Share Issued During the Year	1,03,83,710	103.84	-	-
Add: Bonus Shares issued	56,63,840	56.64	5,52,99,841	553.00
<b>Closing Balance</b>	<b>17,27,36,551</b>	<b>1,727.37</b>	<b>15,66,89,001</b>	<b>1,566.89</b>

During the year, the Company allotted equity shares pursuant to the exercise of share warrants issued in September 2023. In September 2023, the Company had issued 12,85,601 share warrants of face value ₹10 each at an issue price of ₹202.24 per warrant on a preferential basis. During the financial year 2024-25, 1,03,83,711 equity shares of face value ₹1 each were allotted upon exercise of these warrants, post sub-division of equity shares and subject to bonus adjustment. The remaining unexercised share warrants were not subscribed. Subsequently, against the 1,03,83,711 equity shares so allotted, the Company issued 56,63,840 bonus equity shares of face value ₹1 each, in the ratio of 6 (six) fully paid-up equity shares for every 11 (eleven) fully paid-up equity shares held, to eligible shareholders as on the record date.

(c) Terms and rights attached to equity shares

- The Company has only one class of equity shares having a par value of Rs. 1 per share. Each shareholder is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

(d) Disclosure of Shares in the company held by each shareholder holding more than 5%

Equity Shares

Name of Shareholder	As at 31st March 2025	
	No. of Shares held	% of Holding
Sandeep Jain	9,05,36,836.00	52.41%
<b>Total</b>	<b>9,05,36,836.00</b>	<b>52.41%</b>

Name of Shareholder	As at 31st March 2024	
	No. of Shares held	% of Holding
Sandeep Jain	9,02,19,942.00	57.58%
<b>Total</b>	<b>9,02,19,942.00</b>	<b>57.58%</b>

(e) Disclosure of Shareholding of Promoters in the company

Name of Shareholder	As at 31st March 2025		
	No. of Shares held	% of Holding	% of Change
Sandeep Jain	9,02,19,942	52.23%	0.00%
Deepika Jain*	-	0.00%	0.18%
Sandeep Jain (HUF)	-	0.00%	0.89%
Parveen Jain	64,92,918	3.76%	0.00%
<b>Total</b>	<b>9,67,12,860</b>	<b>55.99%</b>	<b>1.08%</b>

\*The Company had submitted an application to BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") on September 20, 2024, seeking reclassification of Ms. Deepika Jain from the category of "Promoter Shareholder" to "Public Shareholder", in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the said application, BSE and NSE, vide their letters dated April 24, 2025, have granted their approval for the aforementioned reclassification.

**Disclosure of Shareholding of Promoters in the company**

Name of Shareholder	Reserves & Surplus		
	No. of Shares held	% of Holding	% of Change
Sandeep Jain	9,02,19,942	52.23%	6.01%
Deepika Jain	3,16,894	0.18%	-6.01%
Sandeep Jain (HUF)	15,45,454	0.89%	0.00%
Parveen Jain	64,92,918	3.76%	0.00%
<b>Total</b>	<b>9,85,75,208</b>	<b>57.07%</b>	<b>0.00%</b>

**SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM RS. 10/- (RUPEES TEN ONLY) EACH TO RE. 1/- (RUPEE ONE) EACH**

The Board of Directors of the Company & approval of the members of the Company be and are hereby accorded for sub-division/split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 10 (ten) equity shares having face value of Re. 1/- (Rupee one only) each, fully paid-up, ranking pari-passu in all respects with effect from Record Date - March 28, 2024 by the Board (hereinafter the term 'Board') of the Company.

**INCREASE IN AUTHORIZED SHARE CAPITAL**

On the recommendations of the Board of Directors of the Company on February 12, 2024 & the approval of the shareholder of the Company on March 14, 2024 and are hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 1,170 Lakhs/- (Indian Rupees Eleven Crore Seventy Lakh Only) divided into 1,17,00,000 (One Crore Seventeen Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.1730 Lakhs /- (Indian Rupees Seventeen Crore Thirty Lakh Only) divided into 17,30,00,000 /- (Seventeen Crore Thirty Lakh Only) Equity Shares of Re.1/- (Rupee One Only) each.

**ISSUE OF BONUS EQUITY SHARES TO THE SHAREHOLDERS OF THE COMPANY**

During the year, Company has issued 56,63,840 bonus equity shares of face value Re. 1 each against 10,38,371 share warrants having a face value of Rs. 10 each (equivalent to 1,03,83,710 equity shares of face value Re. 1 each, adjusted pursuant to the sub-division of equity shares), The bonus shares have been allotted in the ratio of 6 (Six) new fully paid-up equity shares of Re. 1/- each for every 11 (Eleven) fully paid-up equity shares of Re. 1/- each held by the eligible shareholders

The Board of Directors & approval of the members be and is hereby accorded to the Board of Directors of the Company ('the Board') for capitalization of a sum not exceeding Rs 609.67 Lakhs (Rupees Six Core Nine Lakh Sixty Seven Thousand and Twenty only from out of the Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of 6,09,67,020, as fully paid to the eligible members of the Company whose name(s) appear in the Register of Members on 'Record Date' to be determined by the Company for this purpose, in proportion of 6 (Six) new fully paid-up equity share of Re. 1/- (Rupee one only) each for every 11 (Eleven) fully paid-up Equity Shares of Re. 1/- (Rupee one only) each (i.e. Adjusted for Sub-Division of equity Shares as on the Record Date) and that the new Bonus equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member. Record date of Issue of Bonus is March 28, 2024.

16 Other Equity	Reserves & Surplus		Other Comprehensive Income	Bonus Reserve for Share Warrant	Share Warrant	Total
	Retained Earnings	Securities Premium				
<b>Balance as at 1st April 2024</b>	<b>444.07</b>	<b>-</b>	<b>3.37</b>	<b>56.64</b>	<b>525.00</b>	<b>1,029.08</b>
Profit for the year	583.61	-	-	-	-	583.61
Security Premium on issuance of shares against warrant	-	1,996.16	-	-	-	1,996.16
Less - Share Issued against warrant	-	-	-	-	(525.00)	(525.00)
Bonus Share issued against share warrant	-	-	-	(56.64)	-	(56.64)
Other comprehensive income for the year	-	-	5.09	-	-	5.09
<b>Balance as at 31st March 2025</b>	<b>1,027.68</b>	<b>1,996.16</b>	<b>8.46</b>	<b>-</b>	<b>-</b>	<b>3,032.30</b>
<b>Balance as at 1st April 2023</b>	<b>510.69</b>	<b>13.36</b>	<b>2.66</b>			<b>526.71</b>
Profit for the year	529.66	-	-	-	-	529.66
Less - Bonus issue	(596.28)	(13.36)	-	56.64	-	(553.00)
Other comprehensive income for the year	-	-	0.71	-	-	0.71
Share Warrant During the Year	-	-	-	-	525.00	525.00
<b>Balance as at 31st March 2024</b>	<b>444.07</b>	<b>-</b>	<b>3.37</b>	<b>56.64</b>	<b>525.00</b>	<b>1,029.08</b>

**Issuance of Warrants Convertible into Equity Shares to the Proposed Allottees, on a Preferential Basis**

The Board of Directors & approval of the members be and is hereby accorded to the Board of Directors of the Company ('the Board') for capitalization of a sum not exceeding Rs 609.67 Lakhs (Rupees Six Core Nine Lakh Sixty Seven Thousand and Twenty only from out of the Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of 6,09,67,020, as fully paid to the eligible members of the Company whose name(s) appear in the Register of Members on 'Record Date' to be determined by the Company for this purpose, in proportion of 6 (Six) new fully paid-up equity share of Re. 1/- (Rupee one only) each for every 11 (Eleven) fully paid-up Equity Shares of Re. 1/- (Rupee one only) each (i.e. Adjusted for Sub-Division of equity Shares as on the Record Date) and that the new Bonus equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member. Record date of Issue of Bonus is March 28, 2024.

**LORENZINI APPARELS LIMITED**  
**CIN: L17120DL2007PLC163192**  
**ADD: C-64, OKHLA INDUSTRIAL AREA PHASE-I NEW DELHI 110020**  
**Schedules forming part of the financial statements**

(Rs in lakhs, unless stated otherwise)

27	Revenue from Operations	Year ended	Year ended
		31st March 2025	31st March 2024
	Total Sales	6,342.04	5,475.92
	<b>Total</b>	<b>6,342.04</b>	<b>5,475.92</b>
28	Other Income	Year ended	Year ended
		31st March 2025	31st March 2024
	Interest Income - FD	4.21	1.56
	Ind As - Interest Income	2.28	10.26
	Profit on Sale of Share	326.07	145.57
	Gain/ (Loss) on Fair Value of Investments	-	16.29
	Divident Income	4.02	
	Miscellaneous Income	1.27	0.02
	Rental Income	1.20	1.20
	Rebate & Discount	3.21	9.45
	Sundry Balance W/off	-	2.73
	<b>Total</b>	<b>342.26</b>	<b>187.07</b>
29	Cost of Materials Consumed	Year ended	Year ended
		31st March 2025	31st March 2024
	Opening Stock of Raw Material	1,187.91	859.70
	Purchase of Material	1,649.27	1,001.12
	Less- Closing Stock of Raw Material	2,832.22	1,187.91
	<b>Total</b>	<b>4.96</b>	<b>672.91</b>
30	Purchase of Stock in Trade	Year ended	Year ended
		31st March 2025	31st March 2024
	Purchases (Including Consumables Stores)	3,270.89	3,294.72
	<b>Total</b>	<b>3,270.89</b>	<b>3,294.72</b>
31	Change In Inventory	Year ended	Year ended
		31st March 2025	31st March 2024
	<b>Inventories at the end of the year</b>		
	Finished Goods	1,215.72	2,031.13
		-	
	<b>Inventories at the Beginning of the year</b>		
	Finished Goods	2,031.13	1,416.64
	<b>Total</b>	<b>815.41</b>	<b>(614.49)</b>
32	Employee Benefits Expenses	Year ended	Year ended
		31st March 2025	31st March 2024
	Salaries and incentives	329.42	296.80
	Bonus	0.96	-
	Leave Encashment	3.44	-
	Overtime	15.39	14.55
	Employer Contribution to Statutory Funds	5.69	6.12
	Director's Remuneration	12.70	17.00
	Gratuity	8.91	7.27
	Staff welfare expenses	30.59	15.20
	<b>Total</b>	<b>407.11</b>	<b>356.96</b>

**LORENZINI APPARELS LIMITED**  
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**Schedules forming part of the financial statements**

(Rs in lakhs, unless stated otherwise)

<b>33 Finance Cost</b>	<b>Year ended 31st March 2025</b>	<b>Year ended 31st March 2024</b>
<b>Interest</b>		
Interest on Borrowings	96.24	105.76
Interest as Per Ind As	17.21	33.58
<b>Others</b>		
Processing Fees	0.96	1.26
<b>Total</b>	<b>114.41</b>	<b>140.60</b>
<b>34 Depreciation expense</b>	<b>Year ended 31st March 2025</b>	<b>Year ended 31st March 2024</b>
Depreciation expense on Property, Plant & Equipment	82.65	95.68
Depreciation on ROU ASSETS	147.95	225.80
<b>Total</b>	<b>230.60</b>	<b>321.48</b>
<b>35 Other Expenses</b>	<b>Year ended 31st March 2025</b>	<b>Year ended 31st March 2024</b>
Advertising Expenses	9.35	54.27
Audit Fees	4.50	1.50
Bank Charges	0.85	0.85
Business Promotion	0.76	-
Carriage Outward	22.14	19.07
Commission	245.10	247.51
Consumable	2.19	2.88
Conveyance Expenses	31.22	20.78
Credit Card Machine Charges	4.16	3.48
Fabrication/Job Charges	16.20	29.13
Fines & Duties	-	0.03
General Expenses	5.26	3.48
GST Expenses	0.36	-
Insurance Charges	6.90	3.79
Internship Expenses	2.12	3.45
Interest Charges Demate account	51.78	20.43
Interest on Statutory Dues	9.44	16.13
Loss of Fair Market Value on Investment	220.26	-
Loss on Sale of Fixed Assest	-	0.59
Mall Maintenance Charges	22.87	24.57
Packing Material	18.28	16.86
Postage & Courier	5.70	9.35
Power, Electricity & Fuel	49.24	54.41
Printing & Stationery	1.67	1.53
Professional Expenses	32.08	38.27
Rent	180.95	128.09
Repair & Maintenance-Building and others	21.98	16.18
Repair & Maintenance-Computer	0.91	0.91
Sampling Expenses	7.33	5.94
Security Exp	4.04	3.26
Software maintenance charges	10.35	0.92
Stamp Duty Charges	36.54	12.24
Telephone Expenses	5.26	4.30
Travelling Expenses	32.23	17.92
Vehicle Running Expenses	3.53	4.59
<b>Total</b>	<b>1,065.54</b>	<b>766.74</b>

36	Earning per share	Year ended 31st March 2025	Year ended 31st March 2024
	Total profit for the year	588.73	529.66
	Weighted average number of equity shares of Rs. 1/- each (Nos)	17,27,36,551	15,66,89,001
	<b>EPS - Basic ( per share in Rs.)</b>	<b>0.34</b>	<b>0.34</b>
	<b>EPS - Diluted ( per share in Rs.)</b>	<b>0.34</b>	<b>0.32</b>
37	Contingent liabilities	As at 31st March 2025	As at 31st March 2024
	Disputed Demands with respect to Litigation	-	-
	Disputed Demands With respect to Income Tax, TDS	0.09	-
	Disputed Demands With respect to GST	24.68	-
	<b>Total Contingent Liabilities</b>	<b>24.77</b>	<b>-</b>
38	Employee benefits		
a)	<b>Description of the type of the plan</b>		
	<b>Defined Benefit Plan - Gratuity</b>		
	The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days of total basic salary last drawn for each completed year of service. Gratuity is payable to all eligible employees of the Company on retirement, separation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972.		
	Post-Employment Benefits plan defined in a(ii) and a(iii) above typically expose the Company to actuarial risks such as: Salary increase, Discount rate, Morality and Disability and withdrawals		
	a) Salary Increases :- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.		
	b) Discount Rate :- Reduction in discount rate in subsequent valuations can increase the plan's liability.		
	c) Mortality & disability :- Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.		
	d) Withdrawals :- Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.		
b)	The following tables set out the status of the gratuity plan, unavailed leave and amounts recognized in the Company's financial statements.		
i)	<b>Change in benefit obligations</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
	Present value of obligation as at beginning of the year	18.52	13.03
	Interest Cost	1.44	1.07
	Current Service Cost	7.47	6.20
	Benefits paid		
	Actuarial (Gain)/Loss on obligation	(5.62)	(1.78)
	<b>Present value of obligation as at the end of the year</b>	<b>22.57</b>	<b>18.52</b>
ii)	<b>Fair Value of Plan Assets</b>		-
iii)	<b>Net Assets/(Liability) (ii-i)</b>		<b>(18.52)</b>
iv)	<b>Amount recognised in Statement of Profit and Loss</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
	Service cost	7.47	6.20
	Net Interest cost	1.44	1.07
	Actuarial (gain) /loss for the year		-
	<b>Expense recognized in the Income Statement</b>	<b>8.91</b>	<b>7.27</b>
v)	<b>Amount recognised in Other Comprehensive Income (OCI)</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
	Actuarial (Gain)/Loss for the year on Projected Benefit Obligation	(5.62)	(1.78)
	<b>Expense recognized in the Income Statement</b>		<b>(1.78)</b>
vi)	<b>Principal Actuarial Assumptions</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
	i) Discount rate (p.a.)	7.04% to 7.28%	7.25%
	ii) Future salary increase (p.a.)	5.00%	5.00%
vii)	<b>Demographic Assumptions</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
	i) Retirement age	60 years	60 years
	ii) Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
	iii) Withdrawal Rate		
	Up to 30 Years	5.00%	5.00%
	From 31 to 60 Years	3.00%	3.00%
	Above 44 Years	2.00%	2.00%
viii)	<b>Expected contributions for the next annual reporting period</b>	<b>As at 31st March 2025</b>	<b>As at 31st March 2024</b>
	Expected expense for the next annual reporting period	14.41	11.90

ix)	Sensitivity Analysis of the Defined Benefit Obligation	As at	As at
		31st March 2025	31st March 2024
	<b>Impact of the change in discount rate</b>		
	Present value of obligation as at the end of the period	22.57	18.52
	Impact due to increase of 0.50%	(1.49)	(1.28)
	Impact due to decrease of 0.50%	1.66	1.42
			-
	<b>Impact of the change in salary increase</b>		
	Present value of obligation as at the end of the period	22.57	18.52
	Impact due to increase of 0.50%	1.68	1.45
	Impact due to decrease of 0.50%	(1.53)	(1.31)
	Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.		
	Sensitivities as to rate of inflation, rate of increase of pensions in payment & life expectancy are not applicable being a lump sum benefit on retirement.		

x)	Maturity Profile of Defined Benefit Obligation	As at
		31st March 2025
	0 to 1 Year	0.51
	1 to 2 Year	0.44
	2 to 3 Year	0.53
	3 to 4 Year	1.01
	4 to 5 Year	1.42
	5 to 6 Year	0.85
	6 Year Onwards	17.82

### 39 Related Party Transactions

In accordance with the requirement of IndAS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and / or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

#### a) List of related parties and nature of relationship where control exists:

Key Managerial Personnel	Designation
Sandeep Jain	Managing Director & CFO

Entity over which significant influence is exercised by the Company/key management personnel (either individually or with others)

Invern Lifestyle Private Limited  
Mr Button Private Limited  
Sandeep Jain HUF

#### b) Transactions with the related parties for the year ended

Particulars	Nature of Transaction	2024-25	2023-24
Sandeep Jain	Remuneration/Salary	12.00	12.00
	Advances Given	115.47	39.61
	Advances Repaid	(115.96)	(40.60)
	Closing Balance Receivable/(Payable)	-	0.50
Invern Lifestyle Private Limited	Advances Given		-
	Advances Repaid		-
Mr Button Private Limited	Sale	671.03	217.96
	Purchase	7.77	76.52
	Closing Balance Receivable/(Payable)	30.02	70.12

**Financial instruments****Fair value measurements**

Following table shows the carrying amounts and fair values of financial assets and financial liabilities:

	As at 31st March 2025		As at 31st March 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial Assets</b>				
Investment	1350.61		989.82	989.82
Trade Receivables		1145.06		1,166.52
Cash and Cash Equivalents		19.16		11.07
Bank balances other than Cash and Cash Equivalents		8.89		8.37
Loans and advances		83.58		29.93
Others		126.11		134.57
	<b>1350.61</b>	<b>1382.80</b>	<b>989.82</b>	<b>2,340.29</b>
<b>Current</b>	<b>1345.95</b>		<b>986.34</b>	
<b>Non-Current</b>	<b>4.67</b>		<b>3.49</b>	
<b>Financial Liabilities</b>				
Borrowings		820.14		1,321.73
Lease liabilities		136.54		299.71
Trade Payables		742.18		1,005.24
		<b>- 1698.86</b>	<b>-</b>	<b>2,626.68</b>
<b>Current</b>				<b>2,410.11</b>
<b>Non-Current</b>				<b>216.57</b>

**Fair Value hierarchy**

The following tables shows the levels in the fair value hierarchy of financial assets and financial liabilities

	Fair value Measurement	
	Level 1	Level 2
<b>As at 31st March 2025</b>		
<b>Financial Assets</b>		
Investment in Gold	4.67	-
Investment in Shares	1,345.95	
	<b>1,350.61</b>	<b>-</b>
	Fair value Measurement	
	Level 1	Level 2
<b>As at 31st March 2024</b>		
<b>Financial Assets</b>		
Investment in Gold	3.49	-
Investment in Shares	986.34	
	<b>989.82</b>	<b>-</b>

There were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

**Financial risk management objectives and policies**

The Company's principal financial liabilities comprise borrowings, security deposits, trade and other payables, etc. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivable, security deposit, cash and cash equivalents, etc. that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and periodically reviewing the same. The management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

**(a) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and Equity price risk.

**(i) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has borrowings, therefore Company is exposed to such risk.

The Company is subject to variable interest rates on some of its interest bearing liabilities. The Company's interest rate exposure is mainly related to debt obligations. The Company also uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like short term loans.

As at March 31, 2024 and 2023, financial liabilities in respect of Borrowings is 820.14 and 1321.73 Lakhs, respectively, were subject to variable interest rates. Increase/decrease of 100 basis points in interest rates at the balance sheet date would result in decrease/increase in profit/(loss) before tax of 8.20 Lakhs and 13.22 Lakhs for the year ended March 31, 2025 and 2024,

**(ii) Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not have significant foreign currency exposure and hence, is not exposed to any significant foreign currency risk.

(iii) Equity Price Risk

Equity Price Risk is related to the change in market reference price of the investments in equity securities.

The fair value of some of the Company's investments measured at fair value through Profit and Loss statement exposes the Company to equity price risks. These investments are subject to changes in the market price of securities. The fair value of Company's investment in quoted equity securities as of March 31, 2025 was 1345.95 Lakhs. A 10% change in equity price as of March 31, 2025 would result in a pre-tax impact of 13.46 Lakhs.

(Note: The impact is indicated on equity before consequential tax impact, if any).

(b) **Credit Risk**

The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the balance sheet

Particulars	As at 31st March 2025	As at 31st March 2024
Trade receivables	1,145.06	1,166.52
Loans & Advances	83.58	29.93
Other financial assets	126.11	134.57

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Credit risk arises mainly from loans, trade receivables and financial assets. The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. None of the trade receivables are credit impaired as on reporting date.

On adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. Based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the expected credit loss for trade receivables is not significant.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitors credit risk very closely. The Management impact analysis shows credit risk and impact assessment as low.

(c) **Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2025:

	Carrying amount	Contractual Cash Flows		
		0-1 year	1-5 years	>5 years
Borrowings	820.14	785.91	34.23	-
Trade Payables	742.18	552.89	189.29	-
Other Financial Liabilities	-	-	-	-
<b>Total</b>	<b>1,562.32</b>	<b>1,338.80</b>	<b>223.52</b>	<b>-</b>

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2024:

	Carrying amount	Contractual Cash Flows		
		0-1 year	1-5 years	>5 years
Borrowings	1,321.73	1,241.70	80.03	-
Trade Payables	1,005.24	978.26	26.98	-
Other Financial Liabilities	-	-	-	-
<b>Total</b>	<b>2,326.97</b>	<b>2,219.96</b>	<b>107.01</b>	<b>-</b>

**42 Additional Regulatory information****a. Ratio**

Ratio	Formula	As at 31st March 2025	As at 31st March 2024	Change in Ratio (%)
Current Ratio (In times)	$\frac{\text{Total current assets}}{\text{Total current liabilities}}$	3.11	1.76	(76.50)
Debt Equity Ratio (In times)	$\frac{\text{Debt consists of borrowings and lease liabilities}}{\text{Total equity}}$	0.20	0.62	67.82
Debt service coverage ratio (in times)	$\frac{\text{Earning for Debt Service (Net Profit before taxes + Depreciation and Amortization + Interest)}}{\text{Debt service (Interest and lease payments + Principal repayments)}}$	6.65	4.49	(48.10)
Return on equity ratio (in %)	$\frac{\text{Profit for the year less Preference dividend (if any)}}{\text{Average total equity}}$	16%	34%	53.22
Inventory Turnover Ratio	$\frac{\text{Revenue from operations}}{\text{Average Inventory}}$	1.75	1.99	12.42
Trade receivables turnover ratio (in times)	$\frac{\text{Revenue from operations}}{\text{Average trade receivables}}$	5.49	5.40	(1.67)
Trade payables turnover ratio (in times)	$\frac{\text{Cost of Material Consumed}}{\text{Average trade payables}}$	3.75	4.46	15.89
Net capital turnover ratio (in times)	$\frac{\text{Revenue from operations}}{\text{Average working capital}}$	1.84	2.88	35.96
Net profit ratio (in %)	$\frac{\text{Profit for the year}}{\text{Revenue from operations}}$	9.20%	9.67%	4.86
Return on capital employed (in %)	$\frac{\text{Profit before tax and finance costs}}{\text{Capital employed (Total Asset - Current Liabilities)}}$	17.40%	27.81%	37.46
Return on investment (in %)	$\frac{\text{Income generated from invested funds}}{\text{Average invested funds}}$	-17.45%	0.38%	4,734.07

**Explanation for the changes in ratio exceeding more than 25% :**

Ratio	Explanation
Current Ratio	The Increase in the current ratio is primarily attributable to an increase in current assets such as investments and inventories, along with a decrease in current liabilities including borrowings, trade payables, and other current liabilities.
Debt Equity Ratio	The improvement in debt-equity ratio is primarily attributable to a significant reduction in the Company's borrowings during the year. Additionally, the Company's net worth has increased during the year, which is due to retention of profits and infusion of equity capital including conversion of warrants.
Debt service coverage ratio	This increase in Debt Equity coverage ratio is primarily attributable to a reduction in total debt, which has led to a corresponding decrease in interest and principal repayment obligations during the year. Additionally, improved operational performance and higher cash accruals have further strengthened the Company's ability to service its debt.
Return on equity ratio	The decline return on equity ratio is primarily attributable to a significant increase in the Company's average shareholders' equity during the year, following the conversion of share warrants into equity shares and issuance of bonus shares.
Net capital turnover ratio	The improvement in Net Capital turnover ratio is primarily attributable to a significant improvement in the current ratio.
Return on capital employed	The decline in Return on Capital Employed (ROCE) is primarily attributable to an increase in the average capital employed during the year, driven by equity infusion through the conversion of share warrants and issuance of bonus shares, as well as a reduction in borrowings.
Return on investment	The decline in Return on Investment (ROI) is primarily due to a decline in the returns generated from the Company's investments during the year. The negative ROI may be attributed to unrealized losses and mark-to-market reduction in the value of investments.

**43. Additional Regulatory Information****a. Details of Benami Property held**

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

**b. Details of Loans and advances**

The company has not granted any loans and advances to promoters, directors, key managerial personnel (KMPs) and the related parties which are repayable on demand or without specifying any terms or period of repayment.

**c. Wilful Defaulter**

The company has not been declared as a wilful Defaulter by any Financial Institution or bank as at the date of Balance Sheet.

**d. Relationship with Struck off Companies**

The Company do not have any transactions with companies struck off.

**e. Registration of charges or satisfaction with Registrar of Companies (ROC)**

The company has no pending charges or satisfaction which are yet to be registered with the ROC beyond the Statutory period.

**f. Compliance with number of layers of companies**

The company has complied with the provision of the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

**g. Compliance with approved Scheme(s) of Arrangements**

There are no Schemes of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

**h. Discrepancy in utilization of borrowings**

The company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken at the balance

**i. Utilisation of Borrowed funds and share premium:**

(A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries).

(B) the company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party).

(c)The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

(d)The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or;b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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**Additional Information**

**a. Undisclosed income**

The Company has no transaction that is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**b. Details of Crypto Currency or Virtual Currency**

The company has not traded or invested in Crypto currency or Virtual Currency.

Previous year's figures have been regrouped/reclassified wherever necessary to conform current year's presentation.

For MITTAL AND ASSOCIATES

Chartered Accountants

Firm Registration No.- 106456W

sd/-

Neeraj Bangur

Partner

Membership No. : 462798

UDIN : 25462798BMK0ZH1339

Place:- Mumbai

Date:- 30-05-2025

For and on behalf of the Board of Directors of

LORENZINI APPARELS LIMITED

sd/-

Sandeep Jain

(Managing Director & CFO)

DIN:- 02365790

sd/-

Sandeep Jain

(Managing Director & CFO)

DIN:- 02365790

sd/-

Ankush Mittal

(Company Secretary)

PAN No: COKPM8407B



# MONTEIL

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A M E R I C A N L U X U R Y

# END OF THE REPORT