



KMPM & COMPANY

The Solution for all Corporate Matters

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

Mr. Sandeep Jain

Chairman & Managing Director

Lorenzini Apparels Limited

C-64, Okhla Industrial Area Phase-I

New Delhi-110020

Sub: Report of Scrutinizer on Voting Process (including Physical Postal Ballot and Remote E-voting) conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

Dear Sir,

The Board of Directors of Lorenzini Apparels Limited ("the Company") issued postal ballot notice dated 12th January 2023 (hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolutions as set out in the notice by way of Voting by electronic means ("remote e-voting") or physical postal ballots; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

We, **M/s. KMPM & Co.**, Company Secretaries (FRN: P2020DE081800) having office at 611, 6th Floor Pragati Tower Rajendra Place New Delhi- 110008, was appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 12th January 2023 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting and voting by physical postal ballots; in a fair and transparent manner

Management's Responsibility

The management of the Company is responsible to ensure compliances with the requirements of the relevant provisions of (i) companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing obligation & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting including voting by electronic means for the resolutions stated in the postal Ballot Notice.



Regd. Office:- 611, 6th Floor, Pragati Tower, Rajendra Place, New Delhi – 110008

ICSI FRN: P2020DE081800

011-41411600, Email Id- kmpminfo@gmail.com

Further to above, I submit my report as under

1. The members of the Company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. Friday, January 13, 2023 were entitled to vote on the Resolutions in the notice.
2. The postal ballot notice along with the postal ballot form was mailed electronically to the members who had registered their emails with the depositories.
3. The Company has published on Tuesday, January 17, 2023, an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Jansatta (Hindi).
4. The votes exercised through e-voting facility from 9.00 AM. (IST) on Thursday, January 19, 2023 and will end at 5.00 PM (IST) on Friday, February 17, 2023 and all physical postal ballot forms received till 5:00 p.m. on Friday, February 17, 2023 being the last date for receipt of postal ballot forms and remote e-voting; were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:00 p.m. on Friday, February 17, 2023 were not considered for my scrutiny.
5. After the closure of Voting period on Friday, February 17, 2023, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.



Dhruv Kumar Jha

(Signature of witness)

Witness 1:



Arush Mittal

(Signature of witness)

Witness 2:

6. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of CDSL www.evotingindia.com. The physical postal ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I have scrutinized, downloaded and counted the votes casted through remote e-voting facility and votes casted by physical postal ballots and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014; for the purpose of this report.
8. No member has voted through both the modes i.e. remote e-voting as well as physical postal ballot.

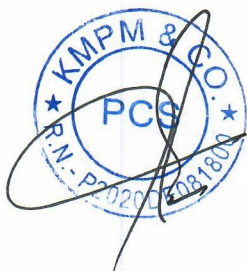


On proper scrutiny of all the Postal Ballot votes cast by way of e-voting, I report the result of the Postal Ballot as under

The result of the E-voting and Postal Ballot are as under:

Resolution No.1 Migration from SME Platform of BSE Limited to Main Board of BSE Limited (BSE) and National stock Exchange of India Limited (NSE):

Category	Mode of voting	No. of shares held	No. of votes polled	% of Voter polled on outstanding shares	No. of votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6378396	6258396	98.12	6258396	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6378396	6258396	98.12	6258396	0	100
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public-Non Institutions	E-Voting	3760520	2430000	64.62	2430000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		3760520	2430000	64.62	2430000	0	100
	Total	10138916	8688396	85.69	8688396	0	100	0



INVALID VOTES							
Category		Postal Ballot		E-voting		Combined	
		No. of Votes	% of Valid Votes	No. of Votes	% of Valid Votes	No. of Votes	% of Valid Votes
A	Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL
B	Public	NIL	NIL	NIL	NIL	NIL	NIL
Total		NIL	NIL	NIL	NIL	NIL	NIL

In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure requirements) Regulation 2018, the Special Resolution shall be acted upon if and only if the votes cast by shareholders other than Promoters in favour of the proposal shall be atleast two times of the number of votes cast by shareholders (other than promoter shareholders) against the proposal.

It is relevant note that the number of vote casted against the resolution is NIL and number of vote casted in favour the resolutions is 100 %. Therefore, the resolution is passed by the shareholders with requisite majority and the same is in due compliance of aforesaid Regulation.

Restriction to use:

This report has been issued at the request of the Company for (i) Submission to Stock Exchanges, and(ii) Placing on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

We thank for the opportunity given, to act as a Scrutinizer for the above Postal Ballot and E-voting process of your Company.

**For KMPM & Co.
(Company Secretaries)**



Pawan Kumar Mahur
Managing Partner
 M.No. F8462
 COP No. 16961
 FRN: P2020DE081800

Place: New Delhi
Date: 18-02-2023
UDIN: F008462D003169686