

# LORENZINI APPARELS LIMITED

(An ISO 9001:2015 Certified Company)

CIN : L17120DL2007PLC163192



## POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "SEBI Listing Regulations"**), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13 April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15 June, 2020, 33/2020 dated 28 September, 2020, 39/2020 dated 31 December, 2020, 10/2021 dated 23 June, 2021, 20/2021 dated 8 December, 2021, 3/2022 dated 5 May, 2022, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of Lorenzini Apparels Ltd (**the "Company"**) by means of Postal Ballot, only by way of remote e-voting (**"e-voting"**) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice (**"Notice"**), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Board of Directors appointed **M/s Anuj Gupta Associates, Practising Company Secretaries (Membership Number ACS: 31025 & COP: 13025)** as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent (**"FOR"**) or dissent (**"AGAINST"**) on the proposed resolution through the e-voting process not later than 5:00 P.M. (IST) on 14 March, 2024, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred **"CDSL" Service Provider"**) for facilitating e-voting to enable the Members to cast their votes electronically. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the Members to register their email address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this

Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company, on the website of CDSL simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e., 14<sup>th</sup> March 2024.

**SPECIAL BUSINESS:**

**ITEM NO. 1**

**SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM RS. 10/- (RUPEES TEN ONLY) EACH TO RE. 1/- (RUPEE ONE) EACH**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), *including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force*, in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, on the recommendations of 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 such date as may be fixed for this purpose (“Record Date”) by the Board (hereinafter the term ‘Board’) of the Company;

**RESOLVED FURTHER THAT** pursuant to the split/sub-division of equity shares of the Company, all the issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Board of Directors shall stand sub-divided into equity shares of face value of Re. 1/- (Rupee One only) each fully paid up as given below, shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the Company:

Type of Capital	Pre-sub-division			Post sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
<b>Authorised Share Capital</b>						
Equity	1,17,00,000	10	11,70,00,000	17,30,00,000*	1	17,30,00,000*
<b>Issued, Subscribed and Paid-up Share Capital</b>						
Equity	1,01,38,916	10	10,13,89,160	10,13,89,160	1	10,13,89,160

*\*Authorised share Capital will be increased from Rs. 11,70,00,000/- to Rs. 17,30,00,000/- subject to shareholder's approval and necessary filings with the Authorities and their approvals.*

**RESOLVED FURTHER THAT** the consequent to sub-division/split in face value of Equity Shares from Rs. 10/- each to Re 1/-, resulting into 10 Equity Shares of Re 1/- each for existing 1 Equity Share of Rs. 10/- each, conversion ratio for outstanding warrant stand changed to 1 (one) Warrant is convertible, at the option of the warrant-holder by paying the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (ICDR) Regulations, 2018, into 10 (Ten) Equity Shares of Re 1/- (Rupee One Only).

**RESOLVED FURTHER THAT** upon sub-division/ split of equity shares as aforesaid and with effect from the Record Date:

- a) for the equity shares held in physical form, if any, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), shall issue new share certificate(s) of the Company and shall comply with the prevailing laws/ guidelines in this regard; and
- b) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act and the Rules made thereunder, approval of the members of the Company be and are hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following new clause:

*"V. The Authorised Share Capital of the Company is Rs. 11,70,00,000/- (Rupees Eleven Crore Seventy Lakhs Only) divided into 11,70,00,000 equity shares of Re. 1/- (Rupee One Only) each"*

**RESOLVED FURTHER THAT** the sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto."

## ITEM NO.2

### **TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 of the Companies Act, 2013 (the "Act") read with other applicable provisions, if any, of the Companies Act, *including any amendment(s), statutory modification(s) and re-enactment(s) thereof for the time being in force, and the rules framed thereunder*, on the recommendations of the Board of Directors of the Company, the approval of the Members of the Company be and are hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 11,70,00,000/- (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.17,30,00,000 /- (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;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act and the relevant rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause as under;

*V. "The Authorized Share Capital of the Company is 17,30,00,000 (Rupees Seventeen Crores Thirty Lakhs) consisting of 17,30,00,000 (Seventeen Crores Thirty Lakhs) Equity Shares of Rs.1/- (Rupee One) each".*

**RESOLVED FURTHER THAT** for the purpose of the giving effect to this resolution, the Board ,which expression shall also include a Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings, including all forms filing with the Registrar of Companies ("ROC") as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

## ITEM NO.3

### **ISSUE OF BONUS EQUITY SHARES TO THE SHAREHOLDERS OF THE COMPANY.**

To consider and if thought fit with or without modification(s) the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), and the rules made thereunder, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations"), and other applicable regulations, rules and guidelines issued by SEBI, Reserve Bank of India ("RBI") and any other statutory authority from time to time, the enabling provisions of the Articles of Association of the Company, and such other approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by 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 6,09,67,020 (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";

**RESOLVED FURTHER THAT** the Board of Directors of the Company create a reserve upto Rs. 56,63,842/- (Rupees Fifty Six Lakh Sixty Three Thousands Eight Hundred Forty Two only) for the purpose of bonus issue of equity shares to the warrant holders holding 10,38,371 (Ten Lakh Thirty Eight Thousands Three Hundred Seventy One Only) Warrants convertible into Equity Shares after paying the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (ICDR) Regulations, 2018, by capitalisation of Securities Premium account/retained earnings/free reserves and / or any other permitted reserves/surplus of the Company;

**RESOLVED FURTHER THAT** the Board of Directors confirm with reference to the issue of bonus shares that:

- a. The existing equity shares of the Company are fully paid up.
- b. The Bonus shares have not been issued in lieu dividend or out of reserves created of revaluation of assets.
- c. The Company is authorized by the Article to issue bonus shares, as being proposed in the resolution.
- d. There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- e. The Company has not defaulted in payment of statutory dues of employees such as contribution to PF, gratuity and bonus."

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares on Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares;

**RESOLVED FURTHER THAT** pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares shall be issued and allotted only to such eligible equity shareholders whose entire holding in the Company are in demat form and shall be credited in electronic form to the allottees;

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident member(s), Foreign Institutional Investor(s) (FIIs) and other Foreign Portfolio Investor(s), (FPIs) be subject to the approval of RBI or any other regulatory authority, as may be necessary”;

**RESOLVED FURTHER THAT** that the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the listing regulations and other applicable regulations, rules and guidelines;’

**RESOLVED FURTHER THAT** In case of fractional shares, if any, arising out of the issue and allotment of Bonus Shares, the Board be and is hereby authorized to make such suitable arrangements to deal with the fractions for the benefit of the eligible shareholders;’

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors  
For Lorenzini Apparels Limited**

**Sd/-  
(Sandeep Jain)  
Managing Director & Chief Financial Officer  
DIN: 02365790**

**Date:12/02/2024  
Place: New Delhi**

## NOTES:

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 and 110 of the Companies Act, 2013 read with rules setting out all material facts relating to the resolutions mentioned in this postal Ballot Notice is attached. Further additional information as required under the Listing Regulation is annexed to this notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 09<sup>th</sup> February 2024. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The Notice is available on the Company's website [www.mymonteil.com](http://www.mymonteil.com) and the websites of the Stock Exchange viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) on the website of the CDSL.
4. The members can opt for only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice-versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, the voting validity done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
5. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
6. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
7. The Board of Directors of the Company has appointed M/s CS Anuj Gupta & Associates, Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-voting process, in accordance with the law and in a fair and transparent manner and the Postal Ballot Form can be downloaded from the Company's website [www.mymonteil.com](http://www.mymonteil.com) and on the website of NSE and BSE Limited <https://www.nseindia.com> and <https://www.bseindia.com>.
8. Relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection at the Registered Office of the Company during 10 AM to 6 PM on all working days (Monday to Saturday) from the date of dispatch of this Notice till the last date for receipt of votes by Postal Ballot/e-voting i.e. Thursday, 14<sup>th</sup> March 2024.
9. The Scrutinizer will submit his report to the Managing Director or any other person authorized by the Board after the completion of scrutiny of the Postal Ballots and E-voting. Results of voting by Postal Ballot (including voting through electronic means) along with the Scrutinizer's Report shall be announced on or before Saturday, 16<sup>th</sup> March, 2024 at the website of the Company [www.mymonteil.com](http://www.mymonteil.com) and shall be communicated to the Stock Exchange NSE Limited and BSE <https://www.nseindia.com> and <https://www.bseindia.com> also to be communicated to the RTA.

10. The Resolutions, if passed by the requisite majority of the Members through Postal Ballot including voting by electronic means shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting

11. Voting through electronic means:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, General Circular and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting facility will be available during the following period:

<b>Commencement of the remote e-voting</b>	From 09:00 A.M (IST) on Wednesday, February 14, 2024
<b>End of Remote e-voting</b>	Upto 05:00 P.M (IST) on Thursday, March 14, 2024

The remote e-voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on Thursday 14<sup>th</sup> March, 2024. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

**12. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins Wednesday, 14<sup>th</sup> February, 2024 from 09.00 AM (IST) and shall end on Thursday, 14<sup>th</sup> March 2024 at 05.00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL and NSDL 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.

- (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</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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<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.nsd.com">https://eservices.nsd.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.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>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 &amp; voting during the meeting.</p>

**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 <b>CDSL</b>	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 1800225533.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(vi)

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form.</b>	
PAN	Enter your 10digit 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>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Lorenzini Apparels limited > on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- 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 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; [adityagroup.in@gmail.com](mailto:adityagroup.in@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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 1800225533.

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 on **1800225533**.

## 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. 1 to 3

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statements sets out the material facts relating to Item no.1 to 3 of this Notice:

### Item No. 1

#### **SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM RS. 10/- (RUPEES TEN ONLY) EACH TO RS. 1/- (RUPEE ONE) EACH**

In order to improve the liquidity of Company's Share and to make it more affordable for small investors and also to broad base of small investors, the Board of directors of the Company in there meeting held on 12<sup>th</sup> February, 2024 has recommended to sub-divided (split) Company's 1(One) Equity share of face value of Rs. 10/- (rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Rs. 1/- (Rupees One Only) each subject to the approval of members.

The Record date for the aforesaid sub-division of the equity shares shall be fixed by the Board of Directors.

Upon approval of shareholder for the sub-division of equity shares, in case the equity shares are held in physical form, the old share certificates of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 1/- each, fully paid up, will be dispatched to the shareholders, in case the equity shares are in dematerialised form, the sub-divided equity shares will be directly credited to the shareholder's demat account on record date, in lieu of their existing equity shares.

Type of Capital	Pre-sub-division			Post sub-division		
	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)	No. of equity shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
<b>Authorised Share Capital</b>						
Equity	1,17,00,000	10	11,70,00,000	17,30,00,000*	1	17,30,00,000*
<b>Issued, Subscribed and Paid-up Share Capital</b>						
Equity	1,01,38,916	10	10,13,89,160	10,13,89,160	1	10,13,89,160

\*Authorised share Capital will be increased from Rs. 11,70,00,000/- to Rs. 17,30,00,000/- subject to shareholder's approval and necessary filings with the Authorities and their approvals.

Further it is to be stated that the Company has 10,38,371 (Ten Lakh Thirty-Eight Thousand Three Hundred Seventy-One) outstanding Warrants convertible into Equity Shares. Consequent to sub-division/split in face value of Equity Shares from Rs. 10/- each to Re 1/-, resulting into 10 Equity Shares of Re 1/- each for existing 1 Equity Share of Rs. 10/- each, conversion ratio for outstanding warrant stand changed to 1 (one) Warrant is convertible, at the option of the warrant-holder by paying

the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (ICDR) Regulations, 2018, into 10 (Ten) Equity Shares of Re 1/- (Rupee One Only).

The aforesaid Sub-division of equity shares of face value requires amendment to the existing Clause V 'Capital Clause' of the Memorandum of Association of the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice to be passed as **Ordinary Resolution**.

#### **Item No. 2**

#### **TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

In pursuance of Split/Sub-division of shares and Bonus Shares of the Company, the Company proposes to increase its Authorized Share Capital of the Company from existing Rs. 11,70,00,000/- (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.17,30,00,000 /- (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;

Accordingly, the Company requires to pass an ordinary resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company. The members may also note that pursuant to the provisions of the Companies Act, 2013 and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends that the resolution set out at item no. 2 be passed as an **Ordinary Resolution**

#### **ITEM No.3:**

#### **ISSUE OF BONUS EQUITY SHARES TO THE SHAREHOLDERS OF THE COMPANY.**

Considering the strong reserves and financial position of the Company, the Board at its meeting held on 12<sup>th</sup> February, 2024 considered, approved and recommended issue of fully paid-up Equity Shares as Bonus shares in the ratio 11:6 (i.e. adjusted for Sub-Division of Equity Shares) by capitalization of a sum not exceeding 6,09,67,020 (Rupees Six Crore Nine Lakh Sixty Seven Thousand Twenty only) from and 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 (Six Crore Nine Lakh Sixty Seven Thousand Twenty Only) 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 to be determined by the Board. The bonus shares

upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

Further it is to be stated that the Company has 10,38,371 (Ten Lakh Thirty-Eight Thousand Three Hundred Seventy-One) outstanding Warrants convertible into Equity Shares. The said warrant holders shall also be eligible for the bonus issue of equity shares subject to the post conversion of the warrant into Equity Shares. The Company has also kept a reserve of upto Rs.56,63,842 /- (Rupees Fifty six Lakh Sixty three thousand Eight Hundred Forty Two only) for the purpose of bonus issue of equity shares to the warrant holders post conversion into equity shares by capitalisation of Securities Premium account, General Reserve, Capital Redemption Reserve and / or any other permitted reserves/surplus of the Company.

The proposed issue of Bonus Shares will be made in accordance with the provisions of Section 63 of the Companies Act 2013, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, subject to approvals, if any, from the other appropriate authorities. As per Articles of association of the Company, the Company can issue Bonus Shares by capitalization of reserves after obtaining approval of the members.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 3 of this Notice for the approval of the Members by way of passing an **Ordinary Resolution**.

**For Lorenzini Apparels Limited**

**Sd/-**  
**(Sandeep Jain)**  
**Managing Director & Chief Financial Officer**  
**DIN: 02365790**

**Date:12/02/2024**  
**Place: New Delhi**