

LORENZINI APPARELS LIMITED

(An ISO 9001:2015 Certified Company)

CIN : L17120DL2007PLC163192



Date: 24-02-2026

To,

**BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Scrip Code: 540952**

**National Stock Exchange Limited,
Exchange Plaza, C-1, Block G, Bandra (E),
Bandra Kurla Complex, Mumbai - 400051
Symbol: LAL**

Subject: Postal Ballot Notice

Dear Sir/Ma'am

Pursuant to the Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice, being sent to the members of the Company for taking approval through remote e-voting on the following Special Business items:

S.NO	Description of Resolution	Type of Resolution
1	Appointment of Mr. Ish Sadana (DIN: 07141836) as an Independent Director of the Company	Special
2	Appointment of Ms. Monam Kapoor (DIN: 09278005) as an Independent Director of the Company	Special
3	To approve transaction with related party for transfer/sale of trademark ("Mr button") owned by the company to Mr Button Private Limited	Ordinary

The remote e-voting period would commence from 9.00 AM. (IST) on Wednesday February 25, 2026 and will end at 5.00 PM (IST) Thursday, March 26, 2026.

The aforesaid information is also disclosed on the website of the company at: www.mymonteil.com.

Thanking you,

**For and behalf of
Lorenzini Apparels Limited**

**Sandeep Jain
Managing Director
DIN: 02365790**

Encl: as above

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 5th 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 and 09/2024 dated 19 September, 2024 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 Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules, setting out all material facts and reasons relating to the resolutions proposed in this Postal Ballot Notice (**"Notice"**), is also attached.

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, Practicing Company Secretaries (Membership Number ACS: 31025 & COP: 13025)** as the Scrutinizer to scrutinize the 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 Thursday, March 26, 2026 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., Thursday, March 26, 2026

SPECIAL BUSINESS:

ITEM NO. 1

APPOINTMENT OF MR. ISH SADANA (DIN: 07141836) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass the following resolution as a **Special Resolution** through Postal Ballot:*

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(1), Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and any other applicable rules made thereunder, *including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force*, and in accordance with the enabling provisions of the Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendations of the Nomination & Remuneration Committee and Board of Directors, the consent of members of the Company be and are hereby accorded for the appointment of Mr. Ish Sadana (DIN: 07141836), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from February 14, 2026, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f. date of original appointment and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

ITEM NO. 2

APPOINTMENT OF MS. MONAM KAPOOR (DIN: 09278005) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass the following resolution as a **Special Resolution** through Postal Ballot:*

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 161(1), Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and any other applicable rules made thereunder, *including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force*, and in accordance with the enabling provisions of the Articles of Association of the Company, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendations of the Nomination & Remuneration Committee and Board of Directors, the consent of members of the Company be and are hereby accorded for the appointment of Ms. Monam Kapoor (DIN: 09278005), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from February 14, 2026, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f. date of original appointment and that she shall not be liable

to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.

ITEM NO. 3

TO APPROVE TRANSACTION WITH RELATED PARTY FOR TRANSFER/SALE OF TRADEMARK ("MR BUTTON") OWNED BY THE COMPANY TO MR BUTTON PRIVATE LIMITED

*To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution** through Postal Ballot:*

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable rules, if any, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws (*including any statutory modification(s) or any re-enactment thereof for the time being in force*), the Memorandum & Articles of Association of the Company, and subject to such other approvals, consents and permissions from the appropriate authorities as may be required, based on the prior approval of the Audit Committee and the Board, the consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution) to sell/transfer, assign or otherwise dispose of the trademark (the "Mr Button") owned by the Company to in the manner as set out in the Deed of Assignment dated February 14, 2026 ("Deed") executed between the Company and Mr Button Private Limited, for a consideration of Rs. 34.09/- Lacs (Rupees Thirty-Four Lakh and Nine Thousand only) and the same has been undertaken on an arm's length basis and has been certified through a valuation report issued by Mr. Bhavin R Patel (IBBI Registered Valuer: IBBI/RV/05/2019/11668) and subject to fulfilment of the terms, conditions and provisions as set out in the Deed ("**Proposed Transaction**").

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to deciding the timing, manner and extent of carrying out the aforesaid activity and enter into such other agreement(s), document(s) amendment(s), instrument(s) as may be required in connection with the Proposed Transaction and to settle any questions or difficulties that may arise in this regard and incidental thereto, and to take all necessary steps in the matter as they may in their absolute discretion and in the best interests of the Company deem necessary, desirable, or expedient, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein to any Director(s)/Officer(s) of the Company, as the Board may deem necessary and expedient to give effect to the foregoing resolution."

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

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

Place: New Delhi
Date: 14/02/2026

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, February 20, 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website www.mymonteil.com and the websites of the Stock Exchange viz., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
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 to scrutinize the voting process in a fair and transparent manner and the Postal Ballot Form can be downloaded from the Company's website 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 of e-voting i.e. Thursday, March 26, 2026.
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 Monday March 30, 2026 at the website of the Company 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:

Commencement of the remote e-voting	From 09:00 A.M (IST) on Wednesday, February 25, 2026
End of Remote e-voting	Upto 05:00 P.M (IST) on Thursday, March 26, 2026.

The remote e-voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on on Thursday, March 26, 2026. 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, February 25, 2026 from 09.00 AM (IST) and shall end on Thursday, March 26, 2026 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
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Individual Shareholders holding securities in Demat mode with **CDSL**

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- 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 & 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.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL**

- 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: <https://eservices.nsdl.com> 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 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.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 helpdesk.evoting@cdslindia.com or contact at 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.**

- 1) The shareholders should log on to the e-voting website 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 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form.
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"> • 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.
Dividend Bank Details	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.

OR Date of Birth
(DOB)

- 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.

- (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 <Lorenzini Apparels limited > 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) **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 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.
 - 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 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; 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.

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 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 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:

APPOINTMENT OF MR. ISH SADANA (DIN: 07141836) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on February 14, 2026, appointed Mr. Ish Sadana as an Additional Director of the Company in the capacity of Non-Executive Independent Director for a term of 5 years with effect from February 14, 2026, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Ish Sadana as an Independent Director pursuant to the provisions of Sections 149 ,152 and 161(1) of the Companies Act, 2013.

The Company has also received a notice in writing candidature from Mr. Ish Sadana to be appointed as Independent Director of the Company. Company has also received a declaration from Mr. Ish Sadana confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Ish Sadana to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Ish Sadana fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Ish Sadana knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appointed as an Independent Director for a period of five years with effect from February 14, 2026.

The profile and specific areas of expertise of Mr. Ish Sadana are provided as an **Annexure A** to this Notice.

Copy of letter of appointment of Mr. Ish Sadana setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Mr. Ish Sadana, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at below to this Notice.

Except Mr. Ish Sadana, being the appointee, or their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ITEM No. 2

APPOINTMENT OF MS. MONAM KAPOOR (DIN: 09278005) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company at its meeting held on February 14, 2026, appointed Ms. Monam Kapoor as an Additional Director of the Company in the capacity of Non-Executive Independent Director for a term of 5 years with effect from February 14, 2026, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, Nomination and Remuneration Committee and the Board have recommended the appointment of Ms. Monam Kapoor as an Independent Director pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013.

The Company has also received a notice in writing candidature from Ms. Monam Kapoor to be appointed as Independent Director of the Company. Company has also received a declaration from Ms. Monam Kapoor confirming that she meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Monam Kapoor to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Monam Kapoor fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and she is independent of the management. Considering Ms. Monam Kapoor knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as an Independent Director for a period of five years with effect from February 14, 2026.

The profile and specific areas of expertise of Ms. Monam Kapoor are provided as an **Annexure A** to this Notice.

Copy of letter of appointment of Ms. Monam Kapoor setting out the terms and conditions of appointment is being made available for inspection by the members through electronic mode. Additional information in respect of Ms. Monam Kapoor, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at below to this Notice.

Except Ms. Monam Kapoor, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

ANNEXURE A TO THE NOTICE

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings for Lorenzini Apparels Limited

Name	Mr. Ish Sadana	Ms. Monam Kapoor
Director Identification Number (DIN)	07141836	09278005
Designation/category of the Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Age	41 Years	37 Years
Qualifications	He holds a Bachelor's degree in Commerce from Delhi University, and has further enhanced his qualifications by completing the Company Secretary (CS) program	PGDBM in (operations Management) from Symbiosis Centre for Distance Learning in the year 2012 (First Division)

	from the Institute of Company Secretaries of India, as well as earning a Bachelor of Laws (LLB) degree from Meerut University.	
Experience (including expertise in specific functional area)	With over 14 years of experience in the field of Corporate Laws, Mr. Sadana has developed a deep expertise in legal and regulatory compliance, corporate governance, and management practices. He had successfully qualified the Independent Director Examination for lifetime eligibility.	Ms. Monam Kapoor is an accomplished professional serving as the Authorise Representative for Techtone (HK) Energy Company's Liaison Office since July 2021. She has cleared the independent Director Examination under IICA. Known for her leadership skills,
Terms and Conditions of Appointment /Reappointment	As per the resolution passed by the shareholders.	As per the resolution passed by the shareholders.
Remuneration last drawn (Including sitting fees, if any)	NIL	NIL
Date of first appointment on the Board	NA	NA
Shareholding in the Company as on date of notice	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Not Applicable	Not Applicable
Number of meetings of the Board attended during the year	NA	NA
Directorships of other Boards	<ol style="list-style-type: none"> 1. Plaza Wires Limited 2. Vardhman Health Specialities Private Limited 3. Shree Ji Distributors Pharma Private Limited 4. Minda Finance Limited 5. Akna Medical Private Limited 6. Trans Globe Nks Holding Limited 7. Esquire Money Guarantee Limited. 	<ol style="list-style-type: none"> 1. Kedarnath Industries Limited 2. Oscar Global Limited 3. Plaza Wires Limited 4. Wonder Electricals Limited 5. Rajnish Wellness Limited 6. Trans Globe Nks Holdings Limited 7. Finelistings Technologies Limited 8. Heft Infra Solutions Limited 9. Equentis Wealth Advisory Services Limited
The Justification for choosing the appointees for appointment as Independent Directors	<p>Mr. Ish Sadana is an accomplished professional with exceptional management skills and a strong background in corporate governance. He holds a Bachelor's degree in Commerce from Delhi University, and has further enhanced his qualifications by completing the Company Secretary (CS) program from the Institute of Company Secretaries of India, as well as earning a Bachelor of Laws (LLB) degree from Meerut University.</p> <p>With over 14 years of experience in the field of Corporate Laws, Mr.</p>	<p>Ms. Monam Kapoor is an accomplished professional serving as the Authorise Representative for Techtone (HK) Energy Company's Liaison Office since July 2021. She has cleared the independent Director Examination under IICA. Known for her leadership skills, she has previously led as Class Representative in college and House Leader in school. With strong communication, governance awareness, and a responsible work ethic, Ms. Monam Kapoor brings dedication and clarity to every role she undertakes.</p>

	<p>Sadana has developed a deep expertise in legal and regulatory compliance, corporate governance, and management practices. He had successfully qualified the Independent Director Examination for lifetime eligibility.</p> <p>Throughout his distinguished career, Mr. Sadana has been appointed as an Independent Director in several reputable companies, where he has contributed his vast knowledge and strategic insight to strengthen governance practices and drive organizational success.</p>	
Disclosure of relationships between directors (in case of appointment of a director)	Mr. Ish Sadana is not related to any Director(s) of the Company.	Ms. Monam Kapoor is not related to any Director(s) of the Company.

ITEM No. 3

TO APPROVE TRANSACTION WITH RELATED PARTY FOR TRANSFER/SALE OF TRADEMARK ("MR BUTTON") OWNED BY THE COMPANY TO MR BUTTON PRIVATE LIMITED.

The Company is the registered proprietor of the trademark ("MR BUTTON"). The Board of Directors, at its meeting held on February 14, 2026 proposed to transfer/sell/assign the aforesaid Trademark to Mr. Button Private Limited for a consideration of Rs. 34.09/- Lacs (Rupees Thirty-Four Lakh and Nine Thousand only) subject to approval of the Members.

The consideration has been determined based on Valuation report issued by Mr. Bhavin R Patel (IBBI Registered Valuer: IBBI/RV/05/2019/11668). The Board is of the opinion that the proposed transaction is in the best interest of the Company and its stakeholders.

The Audit Committee, reviewed the details of the proposed transaction including the valuation report and certified that the transaction is in the best interest of the Company.

The following statement sets out all material facts relating to the proposed resolution for approval of the Members in respect of a Related Party Transaction ("RPT") involving the sale/transfer of a trademark owned by the Company.

Except Mr. Sandeep Jain, Managing Director and CFO and Mr. Praveen Jain (Promoter) 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 3 of this Notice.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions

and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company.

Details of the proposed Related Party Transactions ('RPTs') between the Company and its related party, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and June 26, 2025 specifying the Industry Standards on "Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction" ('Standards') and applicable provisions of the Act, are as follows:

Basic details of the related party

Name of the related party	Mr Button Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	Mr. Button Private Limited, incorporated on March 23, 2022, operates in the clothing and apparel sector. The company is involved in a broad spectrum of activities including manufacturing, importing, exporting, buying, selling, distributing, acting as an agent and broker, and dealing wholesale and retail in clothing and dress materials for men, women, and children. Their product range includes ready-made garments crafted from various materials such as cotton, silk, wool, rayon, viscose, leather, skins, and hides

Relationship and ownership of the related party

Particulars of the information	
Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	
a) Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Company not holding any shares in related party; however, the Mr. Sandeep Managing Director and CFO of the Company holds position of Director in the Mr Button Private Limited and hold 12,99,970 equity shares of Rs. 10 each
b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable, and the Company does not hold any contributes in capital of such related party transaction,
c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of	Mr Button Private Limited not hold any shares of the company,

transaction involving the subsidiary).

Details of previous transactions with the related party

Particulars of the information	
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	The Company obtained the approval of the members for the related party transaction with Mr Button Private Limited in the 17th Annual General Meeting held on September 30, 2024, for the sale and purchase of goods and other related items, for an aggregate amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore only) per financial year, for a period of five (5) financial years commencing from the financial year 2024-2025.
Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Company has entered into transaction with Mr Button Private Limited for the sale and purchase of goods including its ancillary items upto 21 crores as on September 2026
Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA

Amount of the proposed transaction(s)

Particulars of the information	
Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Consideration of Rs. 34.09/- Lacs (Rupees Thirty-Four Lakh and Nine Thousand only)
Whether the proposed transactions taken together with the \Transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

Basic details of the proposed transaction

Particulars of the information	
Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	To sell/transfer, assign or otherwise dispose of the trademark (the "Mr Button") owned by the Company to in the manner as set out in the Deed of Assignment dated February 14, 2026 ("Deed") executed between the Company and Mr Button Private Limited, for a consideration of Rs. 34.09/- Lacs (Rupees Thirty-Four Lakh and Nine Thousand only)
Details of each type of the proposed transaction	
Tenure of the proposed transaction (tenure in number of years or months to be specified)	NA

Whether omnibus approval is being sought?	No
Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Consideration of Rs. 34.09/- Lacs (Rupees Thirty-Four Lakh and Nine Thousand only)
Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>Kindly take note that the proposed sale/transfer of the Company's trademark to Mr. Button is considered to be in the best interest of the Company from a commercial and operational standpoint. The transaction will enable the Company to realise immediate value from the monetisation of its intellectual property, thereby strengthening its financial position.</p> <p>The consideration for the transfer is commercially beneficial and reflects a fair value for the asset, ensuring that the Company derives appropriate economic benefit from the transaction.</p> <p>Further, the existing structure involving assignment and royalty arrangements entails recurring compliance, monitoring, and reporting obligations under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), particularly in relation to related party transactions. The proposed transfer will streamline the arrangement by eliminating ongoing royalty-related complexities and reducing the administrative and regulatory burden associated with such transactions. This will result in improved operational efficiency and allow management to focus more effectively on the Company's core business activities.</p> <p>Accordingly, the proposed transaction is commercially prudent, operationally efficient, and aligned with the Company's long-term strategic interests. The transaction will be undertaken on an arm's length basis and in compliance with applicable legal and regulatory requirements, thereby safeguarding the interests of all stakeholders.</p>
Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who has interest in the transaction, whether directly or indirectly.	Except Mr. Sandeep Jain, Managing Director and CFO and Mr. Praveen Jain (Promoter) 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 3 of this Notice.

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

**Sd/-
Sandeep Jain
Managing Director
DIN: 02365790
Place: New Delhi
Date: 14/02/2026**