



MITTAL LIFE STYLE LIMITED

Unit No. 8/9, Ravi Kiran, New Link Road, Andheri-(West), Mumbai, MH 400053

Tel:- 022 26741787 / 26741792. Website:-www.mittallifestyle.in

Email:- info@mittallifestyle.in / cmd@mittallifestyle.in

CIN: L18101MH2005PLC155786

May 23, 2024

To,
The Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, 05th Floor, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East), Mumbai- 400051.

Symbol: MITTAL

Series: EQ

Dear Sir/Madam,

Subject: Notice of the 19th Annual General Meeting (AGM)

Please find attached herewith Notice of the 19th AGM of the Company scheduled to be held on Saturday, June 15, 2024 at 11.30 a.m. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

Brief details of the 19th AGM of the Company are as under:

Benpos date for sending Notice	Friday, May 17, 2024
Cut-off date for e-voting	Saturday, June 08, 2024
E-voting service provider	National Securities Depository Limited
Remote e-voting start date & time	Wednesday, June 12, 2024 at 09:00 a.m.
Remote e-voting end date & time	Friday, June 14, 2024 at 05.00 p.m.
Date of AGM & time	Saturday, June 15, 2024 at 11:30 a.m.

The said Notice is also placed on the Company's website at www.mittallifestyle.in.

Kindly take this on record.

Thanking you,

Yours faithfully,

For Mittal Life Style Limited

Ankitsingh Rajpoot
Company Secretary & Compliance Officer

NOTICE

Registered Office: Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai -400053.

CIN- L18101MH2005PLC155786, Web – www.mittallifestyle.in, Email - info@mittallifestyle.in, Tel - 022 26741792

(Note: The business of this Meeting is being transacted through the electronic voting system)

NOTICE is hereby given that the 19th Annual General Meeting of the members of **Mittal Life Style Limited** will be held on Saturday, June 15, 2024, at 11:30 A.M. through Video Conferencing (“VC”) / Other Audio- Visual means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the registered office of the company at Unit No. 8/9, Ravikiran, Ground Floor, New Link Road, Andheri (West), Mumbai- 400053.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sudha Brijeshkumar Mittal (DIN: 01353814), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To increase the Authorized Share Capital of the Company and consequential amendment in the Memorandum of Association (MOA) of the Company:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 61(1)(a) read with section 64 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any amendments thereto or re-enactments thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity shares of Re. 1/- (Rupee One Only) each to Rs. 55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 55,00,00,000 (Fifty Five Crore) Equity shares of Re. 1/- (Rupee One Only) each by creating an additional 25,00,00,000 (Twenty Five Crore) new Equity shares of Re. 1/- (Rupee One Only) each ranking pari passu in all respects with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 13, 61, and 64 and other applicable provisions of the

Act, consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 55,00,00,000 (Fifty Five Crore) Equity shares of face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a committee thereof authorised for the purpose) be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. Alteration of Memorandum of Association of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 13 read with Section 61, 64 and other applicable provisions, if any, of the Act, read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the existing Clause V of Memorandum of Association of the Company relating to the Authorized Share Capital by deleting the said existing clause V and substituting with the following new Clause V:

V. The Authorized Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crore Only) divided into 55,00,00,000 (Fifty Five Crore) Equity shares of face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed

necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. Borrowing limits of the Company:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions if any, of the Act, (including any statutory modifications or re-enactments thereof, for the time being in force), and the Articles of Association of the Company and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts deeds, matters and things to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

6. Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Act, including any statutory modifications or re-enactments thereof, the rules notified thereunder and the Articles of Association of the Company, and in supersession of all the earlier resolutions passed in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to mortgage and/or to create charge in any manner, on all or any of the

immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and other monies payable by the Company or to create the charge to secure any loan taken by any other entities/body corporate on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged shall not exceed the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

7. Approval of material related party transactions:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Act, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the Members of the Company hereby approve the material related party arrangements or transactions with related parties as detailed below proposed to be entered into during the financial year 2024-25 with authority to the Board of Directors of the Company to enter into the said material related party arrangements or transactions with related parties upon the principal terms as explained further in detail in the Explanatory Statement annexed hereto.

Name of Related Party	Description of Contracts /Arrangement/ Transactions	Tenure of Contracts / Arrangement/ Transactions	T o t a l Cumulative Contracts/ arrangement/ Transactions Value (Rs. in Crore)
Promoters & Promoter Group	Sale of Assets to the Company	April 01, 2024 to March 31, 2025	14.00
Promoters & Promoter Group	Loan to be given to the Company	April 01, 2024 to March 31, 2025	10.00

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to above transactions and to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

**By Order of the Board of Directors
For Mittal Life Style Limited**

**Sd/-
Brijeshkumar J. Mittal
Chairman & Managing Director
DIN: 02161984**

Date: May 06, 2024

Place: Mumbai

IMPORTANT NOTES:

1. Pursuant to all earlier circulars in the matter and the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated October 7, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting (AGM) through Video Conferencing/Other Audio-Visual Means (VC/OAVM), without the physical presence of the members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. The copy of Board or Governing Body Resolution/ Authorisation letter etc., authorising their representative are required to be sent by e mail on Scrutinizer's e-mail address at csindelin@yahoo.com with a copy marked to evoting@nsdl.co.in and cs@mittallifestyle.in. The deemed venue for the 19th AGM shall be the Registered Office of the Company.
3. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Explanatory Statement pursuant to Section 102 of the Act, is appended hereto.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act In case of joint holders, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
6. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
7. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.mittallifestyle.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.
8. Since the AGM will be held through VC/OAVM, the Route Map, proxy form and attendance slip are not annexed to this Notice.
9. The Company has appointed M/s. Arun Dash & Associates, Company Secretaries as the Scrutinizer to scrutinize the votes cast through e-voting at the meeting and votes through remote e-voting process in a fair and transparent manner and communicated his willingness to be appointed and will be available for same purpose.

10. A brief resume of Mrs. Sudha Brijeshkumar Mittal (DIN: 01353814), who seeks re-appointment as a Director liable to retire by rotation which requires members approval, has also been appended hereto.
11. In compliance with the Circulars, the Annual Report for FY 2023-24, the Notice of the 19th AGM, and instructions fore-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company/ Registrar and Transfer Agent/Depository Participant(s) (DP). Members who have not yet registered their email addresses are requested to register the same with their DP.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 9th June, 2024 to 15th June, 2024 (both days inclusive) for the purpose of AGM.
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Act, will be available for electronic inspection by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to cs@mittallifestyle.in.

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

The remote e-voting period begins on Wednesday, 12th June, 2024 at 09.00 A.M. and ends on Friday, 14th June, 2024 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. June 08, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being June 08, 2024.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e- Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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-

	<p>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 held 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- Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>		<p>of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e - Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi/Easiest user will be able to see the relating 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</p>	<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see eVoting option. Click on e -Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see- e Voting feature. Click on Company name or- e Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, Click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered fore-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change d your password.
- How to retrieve your 'initial password'?
- If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf

file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on

"VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@mittallifestyle.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on

toll free no.: 022 4886 7000 send a request at
evoting@nsdl.co.in

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

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

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

1. The procedure for e- Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote-e Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility fore-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@mittallifestyle.in, the same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and should send their request mention their name, demat account number, email id and mobile no. at cs@mittallifestyle.in.

Information in respect of the director retiring by rotation/ seeking appointment/ re-appointment pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards:

Name of the Director	Mrs. Sudha Brijeshkumar Mittal
Director Identification No. (DIN)	01353814
Date of birth	November 19, 1961
Date of first appointment on the Board	August 31, 2005
Qualification	BA
Experience (Expertise in specific functional area)/ Brief Resume	Good experience in the field of Administration
Directorship held in Other Companies	JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited) & Denim Feb (Mumbai) Private Limited
Chairman/Member of Board of Directors Committee in the Company	Nomination and Remuneration Committee - Member
Chairman/Member of Directors of other Public Company in which she is Director	<ul style="list-style-type: none"> ■ Audit Committee- NIL ■ Shareholders Committee- NIL ■ Other Committees NIL
No. of shares held in the Company	27,20,220
Nationality	Indian
Date of initial Appointment	August 31, 2005
No. of Board Meetings attended during FY 2023-24	5 (Five)

STATEMENT/EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT & ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER:

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 3 to 7 of the accompanying Notice.

Item No. 3

Increase in the Authorized Share Capital of the Company and consequential amendment in the Memorandum of Association (MOA) of the Company .

The present Authorised Share Capital of it's company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) comprising of 30,00,00,000 (Thirty Crore) Equity Shares of Re.1/- (Rupee One only) each.

Considering the increased fund requirements of the Company, the Board at its meeting held on May 06, 2024, had accorded its approval for increasing the Authorised Share Capital from Rs. 30,00,00,000/- (Rupees Thirty Crore Only) to Rs. 55,00,00,000/- (Rupees Fifty Five Crore Only) by creation of 25,00,00,000 (Twenty Five Crore) additional equity shares of Re. 1/- (Rupee One Only) each, subject to shareholders' approval and Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 12 to this Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 3 for approval by the members of the Company by way of passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice.

Item No. 4

Alteration of capital clause of the Memorandum of Association ("MOA") of the Company.

The proposed increase in the authorized share capital of the Company requires alteration in Clause "V" of the MOA of the Company. Accordingly, Clause "V" of the MOA is proposed to be altered as set out at Item No. 4 in the accompanying Notice i.e., Authorized Capital of the Company is Rs. 55,00,00,000 (Rupees Fifty Five Crores Only) divided into 55,00,00,000 (Fifty

Five Crores) Equity Shares of the face value of Re. 1/- (Rupee One) each. The Board of Directors at their meeting held on May 06, 2024 have approved, subject to the approval of members, the alteration of MOA of the Company as aforesaid.

The Board of Directors recommends the Resolution set out at Item No. 4 of the accompanying Notice for the approval of the members of the Company as a Special Resolution.

A copy of the MOA of the Company duly amended will be available for inspection in the manner provided in the note no. 12 to this Notice. Check note no. 12

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5 & 6

Borrowing limits of the Company & creation of charge on the assets of the Company under Section 180(1)(c) & 180(1)(a) of the Act, respectively:

The Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of Section 180(1)(a) of the Act, any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking(s), requires the approval of the Members by way of a Special Resolution. Accordingly, the consent of the Members is being sought for borrowing and to secure such borrowings by mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company as set out in Resolution No. 5 & 6 appended to this Notice.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 5 and 6 of the Notice for approval of members of the Company by way of Special Resolutions. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

Item No. 7

Approval of material related party transactions:

Pursuant to Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board of Directors and prior approval of the Members by resolution in case related party transactions exceed such sum as is specified in the rules. The aforesaid provisions are not applicable for transactions entered into by the company in the ordinary course of business on an arm's length basis.

As per Regulation 23(4) of the SEBI Listing Regulations, all material related party transactions shall require prior approval of the shareholders through resolution. Explanation to Regulation 23(1), provides that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Mr. Brijeshkumar Mittal, Mr. Pratik Brijeshkumar Mittal, JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited), M/s. Denim Feb (Mumbai) private Limited, M/s. Brijeshkumar Jagdishkumar Mittal HUF, Mrs. Sudha Brijeshkumar Mittal, M/s. Pratik Brijeshkumar Mittal HUF and Mrs. Pallavi Pratik Mittal are part of promoter and promoter group and are related parties of the Company, within the meaning of sub-section (76) of section 2 of the Act and Regulation 2 (1) (zb) of the SEBI Listing Regulations.

The Board is of the opinion that proposed transactions with above related parties are in the best interest of the Company and the Members as it is aimed to reduce rental OJflow optimum utilization of assets and easy access to funds.

The particulars of proposed material related party transactions are as below:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. No.	Description	Details			
1.	Details of Summary of information provided by the management to the Audit Committee				
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mr. Brijeshkumar Mittal, Mr. Pratik Brijeshkumar Mittal, JK Infracol Private Limited (Formerly known as JK Denim Fab Private Limited), M/s. Denim Feb (Mumbai) Private Limited, M/s. Brijeshkumar Jagdishkumar Mittal HUF, Mrs. Sudha Brijeshkumar Mittal, M/s. Pratik Brijeshkumar Mittal HUF and Mrs. Pallavi Pratik Mittal are part of the promoter or promoter group of the Company.			
b.	Type, material terms, tenure and particulars of proposed transactions				
	Nature of Transactions	Tenure of Proposed Transactions	Material terms and particulars of the contract or arrangements		
(i)	Sale of Fixed Asset	FY 24-25	In order to save rental outflow and to achieve economies of scale and optimum utilisation of assets, assets i.e. Guest House and Godown used on a lease basis are proposed to be transferred through purchase of assets within related parties. The Company has obtained competitive quotes / valuation report to determine arm's length criteria.		
(ii)	Loans to be given	FY 24-25	For immediate requirement of funds the promoter & promoter group of the Company provide loans to the Company.		
c.	Value of proposed transactions				
	Nature of Transaction	Estimated Transaction value with Mr. Brijeshkumar Mittal and Mrs. Sudha Brijeshkumar Mittal (Rs. in crore)	Estimated Transaction value with Mr. Brijeshkumar Mittal, Mrs. Sudha Brijeshkumar Mittal, M/s. Brijeshkumar Mittal, M/s. Brijeshkumar Mittal HUF and	Estimated Transaction value with Mr. Brijeshkumar Mittal, Mr. Pratik Brijeshkumar Mittal, M/s. Denim Feb (Mumbai) private Limited, JK Infracol Private Limited (Formerly known as JK Denim	Total Estimated Transaction value (Rs. in crore)

		Mr . Pratik Brijesh kumar Mittal	M/s. Pratik Brijesh kumar Mittal HUF (Rs. in crore)	Fab Private Limited), M/s. Brijeshku mar Jagdishku mar Mittal HUF, Mrs. Sudha Brijeshku mar Mittal, M/s. Pratik Brijeshku mar Mittal HUF, Mrs. Pallavi Pratik Mittal	
(i)	Sale of Fixed Asset	9.00	5.00	-	14. 00
(ii)	Loans to be given	-	-	10.00	10. 00
d.	Percentage of Mittal Life Style Limited's annual turnover considering FY 2023-24 as the immediately preceding financial year	35.62%			
2.	Valuation or other external party report	The Company obtains competitive quotes to determine arm's length criteria wherever required.			
3.	Justification as to why the related party transaction is in the interest of the listed entity	In order to save rental outflow and to achieve economies of scale and optimum utilisation of assets, assets i.e. Guest House and Godown used on a lease basis are proposed to be transferred through purchase of assets. For immediate requirement of funds the promoter & promoter group of the Company provide loans to the Company.			

4.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice
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Arm's length pricing:

The Audit Committee of the Company, comprising all independent directors, has granted approval for the *above* related party transactions proposed to be entered into by the Company and Mr. Brijeshkumar Mittal, Mr. Pratik Brijeshkumar Mittal, JK Infrasol Private Limited (Formerly known as JK Denim Fab Private Limited), M/s. Denim Feb (Mumbai) Private Limited, M/s. Brijeshkumar Jagdishkumar Mittal HUF, Mrs. Sudha Brijeshkumar Mittal, M/s. Pratik Brijeshkumar Mittal HUF and Mrs. Pallavi Pratik Mittal who are part of the promoter or promoter group of the Company in the financial year 2024-25. The Audit Committee has also noted that the said transactions with related parties are on an arm's length basis and in the ordinary course of the Company's business.

In terms of Regulation 23 of Listing Regulations, the approval of members is required for the aforementioned material related party transactions to be entered between the Company and aforesaid promoter or promoter group entities from April 1, 2024 till March 31, 2025.

Further, pursuant to Regulation 23(7) of Listing Regulations, in respect of voting on this resolution, all the related parties shall not *vote* to approve the resolution, irrespective of whether the entity or person is a party to the particular transaction or not.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item No. 7 of this Notice for approval of the Members.

Nature of concern or interest of Directors:

Except for Mr. Brijeshkumar Mittal, Mrs. Sudha Brijeshkumar Mittal and Mr. Pratik Mittal and their relatives none of the other directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

**By Order of the Board of Directors
For Mittal Life Style Limited**

**Sd/-
Brijeshkumar J. Mittal
Chairman & Managing Director
DIN: 02161984**

**Date: May 06, 2024
Place: Mumbai**