

# LORENZINI APPARELS LIMITED

(An ISO 9001:2015 Certified Company)

CIN : L17120DL2007PLC163192



Date: 22.05.2025

BSE Limited,  
Phiroze Jeejeebhoy Towers 1st Floor,  
Dalal Street, Mumbai- 400001

National Stock Exchange of India Limited,  
Exchange Plaza, C-1, Block G, Bandra (E),  
Bandra Kurla Complex, Mumbai – 400051

Scrip Code: 540952

Symbol: LAL

**Sub.: Submission of Secretarial Compliance Report for the Financial Year ended 31<sup>st</sup> March, 2025 pursuant to the Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Ma'am,

With Reference to the above- mentioned subject, we are attaching herewith Annual Secretarial Compliance Report for the year ended March 31, 2025 given By Anuj Gupta & Associates, Company Secretaries, in compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no CIR/CFD/CMD1/27/2019 dated February 8, 2019.

This is for your information and records.

Thanking You,

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

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

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF LORENZINI APPARELS LIMITED**

**For the financial year ended March 31, 2025**

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

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

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

I Nitin Bhardwaj & Associate, Companies Secretaries, have examined :

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

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

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

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



*Nitin Bhardwaj*  
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Nitin Bhardwaj



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

and based on the above examination, I/We hereby report that, during the Review Period:

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

S. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action (Advisory/Clarification/ Show cause Notice /Warning)	Fine amount/ (INR)	Observation Remarks of the Practicing Company Secretary	Management Response	Remark
	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018	Regulation 167(2)	Delay of 5 Months in lock-in requirement Listed of convertible warrant	NSE	Advisory Letter	NA	Delay of 5 Months in lock-in requirement Listed of convertible warrant	Taken on record and take care in future	NA
	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 31A	Listed entity delay submit the application for reclassification of status	NSE and BSE	Warning Letter	NA	Listed entity delay submit the application for reclassification of status	Taken on record and take care in future	NA



*Anuj Gupta*  
*12/11/2021*



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	Regulation 17	Non Compliance of Composition of the Board	NSE and BSE	Levied Fine	Rs. 1,10,000/- each by BSE Limited and NSE Limited	Non Compliance of Composition of the Board	Immediately fill the vacancy upon becoming aware of non-compliance and take care in future	Non Compliance of Composition of the Board
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b). The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulation s/ Circulars /guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Fines/ (IN R)	Observation Remarks of the Practicing Company Secretary	Management Response	Management Response
Not Applicable during the review period									

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

Sr.no	Particulars	Compliance Status ( Yes/No/N.A)	Observation / Remark by PCS
1.	<b>Compliances with the following Condition while appointing / re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	N.A	No Such event occurred during the review period
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation has issued the limited review/audit report for such quarter as well as the next quarter ; or	N.A	
	iii. If the auditor has signed the limited review/audit report for the first three quarter of a financial year, the auditor before such resignation has issued the limited review /audit report for the last quarter of such financial year as well as the audit report for such financial year	N.A	



*Anuj Gupta*  
*CS*



2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concern by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee :</p> <p>a) In case of any concern with the management of the listed entity/ material subsidiary such as non – availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the chairman of audit committee of the listed entity and the audit committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed to the notice of the Audit Committee. In cases where the proposed resignation is due to non- receipt of information / explanation from the Company, the Auditor has informed the Audit Committee the details of information /explanation sought and not provided by the management as applicable</p> <p>c) The Audit Committee/Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicated its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information;</p> <p>a) The auditor has provide an appropriate disclaimer in its audit report, which is in accordance with the standards of Auditing as specified by ICAI/NFRA,in case where the listed entity /its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No Such event occurred during the review period</p>
3.	<p>The listed entity /its material subsidiary has obtained information from the Auditor upon resignation in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMDI/114/2019 dated 18<sup>th</sup> October,2019.</p>	<p>NA</p>	<p>-</p>

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



*Anuj Gupta*  
*CS*



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



	companies b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b><u>Related Party Transactions:</u></b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes  NA	-
9.	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	.
10.	<b><u>Prohibition of Insider Trading:</u></b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-



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11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	National Stock Exchange India Limited and BSE Limited levied a penalty of 1,10,000 each, for the non-compliance of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
12.	<b><u>Additional Non-compliances, if any:</u></b>  No additional non-compliance observed for the any SEBI Regulation/circular guidance note etc.	Yes	

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

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

**For Anuj Gupta and Associates**



**M. No.: A31025**

**COP No.: 13025**

**Peer Review Certificate No. 1126 / 2021**

**UDIN: A031025G000408358**

**Date: 22/05/2025**

**Place: New Delhi**