



Marc Loire Fashions Limited
(Formerly Known As Marc Loire Fashions Private Limited)

Date: 02/09/2025

To,
The Manager-Listing
Bombay Stock Exchange Limited (BSE)
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Scrip Code: 544437
Trading Symbol: MARCLOIRE

Subject: 12th Annual Report of Marc Loire Fashions Limited for the F.Y. 2024- 25.

Dear Sir/Ma'am,

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we submit herewith the 12th Annual Report of the Company along with the Notice of Annual General Meeting ("AGM") for the F.Y. 2024-25.

The same is also available on the Company's website, at <https://marcloire.com/>.

You are requested to take the above on your record.

Thanking You

For Marc Loire Fashions Limited

Vasant Kuber Soni
Company Secretary & Compliance officer
M. No: 66674

Place: Delhi



MARC LOIRE®

Annual Report
2024–2025



Marc Loire Fashions Limited

REGISTERED OFFICE

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About Us

Marc Loire Fashions Limited is one of India's fastest growing and most admired women's footwear brands. Established in 2014, the Company has consistently redefined the way women experience fashion footwear — by offering designs that are not only stylish but also comfortable, durable, and affordable.

At its core, Marc Loire stands for affordable luxury. We bridge the gap between global design trends and Indian sensibilities, ensuring that our products resonate with the modern woman who values both fashion and functionality. Every collection we launch reflects our guiding philosophy: "Parisian Inspiration, Indian Emotion."

Our headquarters are strategically located in Delhi, with strong business operations and distribution channels in Maharashtra, Haryana, Karnataka, Telangana, West Bengal, Gujarat, Tamil Nadu, Bihar, Madhya Pradesh and Punjab, ensuring pan-India accessibility. Over the past decade, the Company has established itself as a multi-channel powerhouse with a dominant presence across leading e-commerce platforms (Amazon, Myntra, Ajio, Flipkart, Nyka, Tata Cliq, Snapdeal, Limeroad, Jio Mart), our own D2C website, and now exclusive brand outlets, marking our entry into offline retail.

Marc Loire's success is driven by



Customer-first approach that places consumer satisfaction & trust at the heart of every decision.



Dedicated in-house design and product development team that blends creativity with ergonomics.

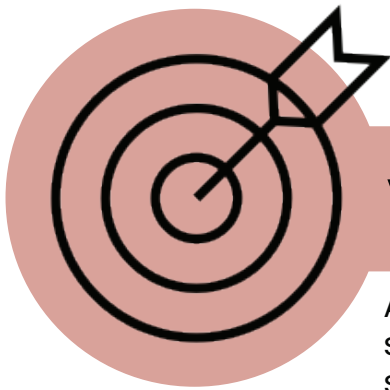


An agile supply chain network that enables nationwide delivery and operational efficiency.



A strong management and leadership team, bringing industry expertise and strategic foresight.





VISION AND MISSION

At Marc Loire, our Vision and Mission are more than statements — they are the guiding principles that shape our strategy and culture

Mission Statement

“To deliver a remarkable experience to every woman by offering premium quality, stylish, and comfortable footwear, empowering them to express individuality with confidence.”

Vision Statement

“To become a leading global fashion brand by seamlessly blending culture, craftsmanship, and innovation, and to create a community where women across the world feel empowered, valued, and celebrated.”

Strategic Alignment of Vision & Mission

1. Commitment to affordable luxury as our unique positioning.
2. Strengthening innovation in design and materials to keep pace with global fashion.
3. Pursuit of geographical expansion, both within India and into international markets.
4. Building a customer-centric ecosystem that thrives on engagement and loyalty.
5. Emphasis on sustainability and responsible growth.

CORE VALUES

Our values are the foundation of Marc Loire's success. They are not abstract ideals but actionable principles that guide every interaction, decision, and relationship.



Customer Centricity

- Customers are at the heart of everything we do.
- Every design, campaign, and initiative is evaluated through the lens of customer satisfaction.
- Long-term relationships are valued over short-term gains.



Innovation in Design

- Trend forecasting and research ensure our collections remain relevant.
- In-house designers experiment with global fashion cues, Indian culture, and ergonomic comfort.
- We encourage a culture of continuous improvement and creative exploration.



Quality & Comfort

- Products undergo rigorous quality control checks.
- Premium-grade materials are sourced responsibly.
- Comfort is never compromised — every shoe is crafted for long wearability.



Relationships & Trust

- We build meaningful partnerships with suppliers, distributors, employees, and customers.
- Transparency and fairness are upheld in all business dealings.



Inclusivity

- Fashion must be accessible to every woman, across all regions and backgrounds.
- Campaigns celebrate diversity and empowerment.
- Our collections cater to multiple lifestyles: workwear, festive, casual, and premium.

QUALITY & DESIGN

Marc Loire’s internal design and R&D department is the nucleus of innovation. Every collection is born from a meticulous process that blends creativity, research, and experimentation.



Designers study global fashion trends, runway influences, and consumer insights to anticipate emerging styles



Partnerships with trusted vendors ensure that only premium-grade leathers, fabrics, synthetics, and sustainable substitutes are used.



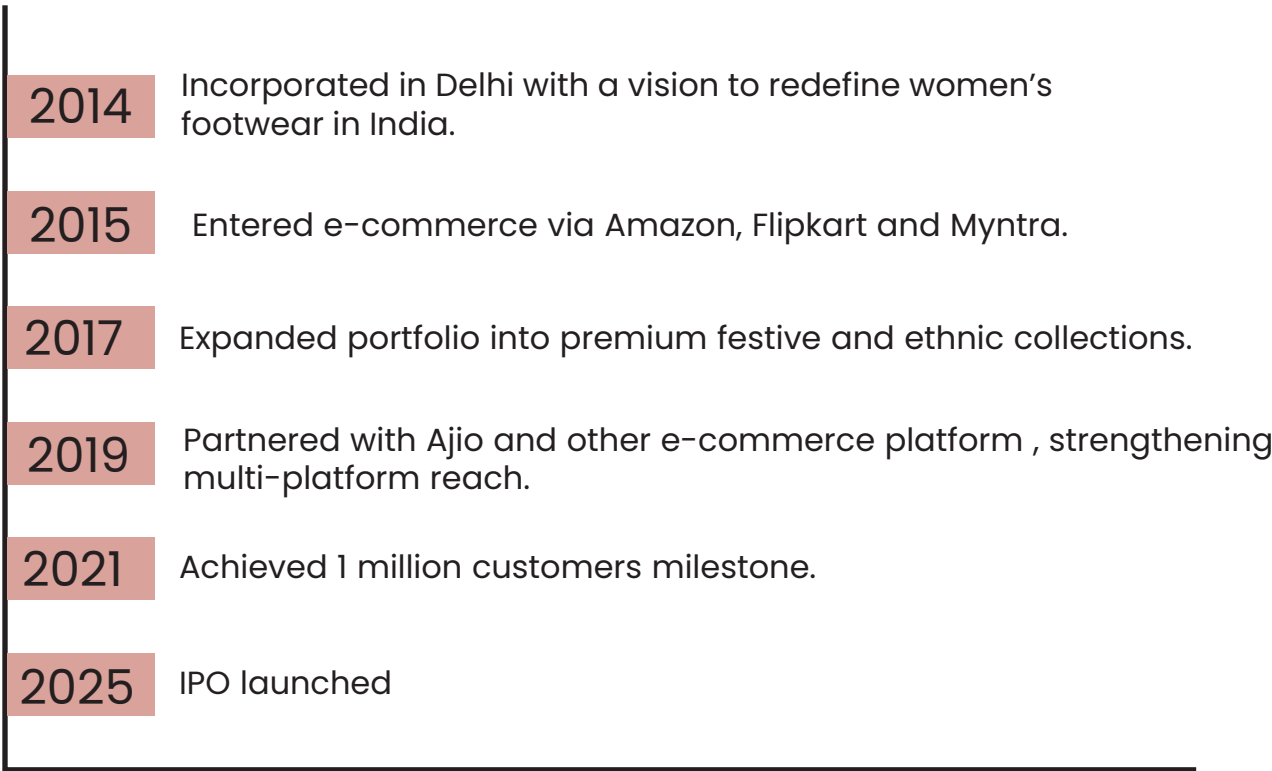
Each product is designed to deliver not only aesthetic appeal but also durability, fit, and comfort.



Despite premium features, we remain committed to ensuring value-for-money pricing, making luxury accessible.

MILESTONES & ACHIEVEMENTS

The Marc Loire journey has been marked by consistent innovation, expansion, and recognition.



PRESENCE & FOOTPRINT

Today, Marc Loire has grown into a pan-India brand with global aspirations.

- Corporate Headquarters: Delhi (strategic control center)
- Business Operations in: Maharashtra, Haryana, Karnataka, Telangana, West Bengal, Gujarat, Tamil Nadu, Punjab, Bihar, Madhya Pradesh.
- E-commerce Partnerships: Amazon, Myntra, Ajio, Flipkart, Nyka, Tata Cliq, Limeroad, Jio Mart, Sanpdeal.
- Direct-to-Consumer (D2C): Dedicated website www.marcloire.com.
- Offline Retail (SIS Windows): Located in 15 locations in Reliance Centro & 8 locations in Lulu Fashion Store.





Dear Shareholders,

It is with great pride and a sense of responsibility that I share with you the journey of Marc Loire Fashions Limited in FY 2024-25.

This year has been one of operational transformation, digital acceleration, and customer-centric growth. While the Chairman's message outlines our vision and long-term aspirations, I would like to take you through the practical execution, operational milestones, and strategic steps that enabled us to translate vision into measurable progress.

MILESTONES & ACHIEVEMENTS

The past financial year was marked by both opportunities and challenges. Against the backdrop of fluctuating raw material prices, evolving consumer preferences, and heightened competition, Marc Loire delivered strong and sustainable growth.

Key operational achievements included:

- Revenue of **₹42.46 crores**
- Profit After Tax of **₹ 4.71 crores**, a **15.41%** jump from the previous year.
- Improvement in EBITDA margins to **15.47%**, showcasing better cost management and efficiency.
- Significant rise in repeat customer rate to **32%**, reflecting growing brand loyalty.

Each of these milestones underscores the strength of our business model, the agility of our team, and the trust of our customers.

OPERATIONAL EXCELLENCE

Execution has been the cornerstone of our progress. This year, we focused on three operational priorities:

Strengthening Supply Chain & Logistics

- Expanded warehousing capacity in **Delhi NCR and 10 other major cities**.
- Reduced average delivery time from **5 days to 1 day / same day delivery**, improving customer experience.
- Optimized vendor partnerships for raw material procurement, reducing dependency on single suppliers.

Driving Efficiency & Profitability

- Implemented stricter cost control mechanisms.
- Adopted technology-driven inventory management systems to reduce wastage.
- Enhanced cross-functional coordination across design, production, and retail teams.

Offline Retail Expansion

- Planning our first two exclusive brand outlets in **Faridabad NIT, Haryana & Durgapuri, Delhi**.
- These stores will become a pilot model for customer engagement and experiential retail.
- Plans for **13 additional outlets Pan India** are underway, with a focus on high-footfall locations.

DIGITAL-FIRST APPROACH

E-commerce continues to be our largest revenue contributor, accounting for **61% of sales**. During FY 2024–25, we deepened our digital-first strategy by:

- Strengthening presence on **Amazon, Myntra, Ajio, Flipkart, Nyka, Tata Cliq, Snapdeal, Jio Mart**.
- Driving traffic to our own **D2C platform (www.marcloire.com)**.
- Leveraging data analytics for personalised recommendations, targeted marketing campaigns, and customer retention.
- Piloting Augmented Reality (AR) try-on features to enhance digital shopping experiences.

Our digital efforts were also complemented by performance marketing campaigns on Meta and Google, resulting in a **40% increase** in customer acquisition at lower costs.

BRAND BUILDING & MARKETING

This year, we launched our most impactful campaign yet — “Walk Your Story” — which celebrated the journeys of women from diverse backgrounds. The campaign resonated widely, achieving:

- **7,500** Instagram followers (**+35%** growth YoY).
- Over **50 million** impressions across social platforms.
- Engagement rates of **4.8%**, well above the industry average.

We also collaborated with over **150 fashion influencers** pan India, creating relatable and aspirational narratives that strengthened our brand recall.

INNOVATION IN PRODUCTS

Our in-house design and R&D team continued to innovate, creating collections that combined style, comfort, and durability. Key highlights included:

- Introduction of festive and ethnic wedges, which saw strong traction during **Diwali season**.
- Expansion of workwear loafers targeted at **urban professionals**.
- Development of sustainability-driven prototypes **using recycled materials**.

Product innovation remains our differentiator and will continue to anchor our growth story.

CHALLENGES FACED

Like any growing business, we encountered challenges that tested our resilience

- Volatility in input costs, particularly in synthetic leather and rubber, impacted short-term margins.
- Intensifying competition from both domestic and global brands demanded sharper differentiation.
- Changing consumer preferences required constant innovation and faster product cycles.

We addressed these challenges by tightening procurement processes, accelerating design cycles, and focusing on customer engagement. While risks remain, our resilient operating model ensures that we are prepared to navigate uncertainties

COMMITMENT TO SUSTAINABILITY & RESPONSIBILITY

Sustainability is embedded in our long-term strategy. FY 2024–25 marked significant progress in:

- Transition to **40% eco-friendly packaging**.
- Introduction of CSR initiatives in the field of education through Mangalam Education Gate.
- Exploration of biodegradable raw materials for select product lines.

We believe that responsible growth is not just good practice — it is the only way forward.

THE ROAD AHEAD

Looking forward, our operational roadmap for FY 2025–26 focuses on:

- Scaling offline retail presence to **Fifteen stores, Pan India by next year**.
- Expanding product portfolio with **Mens, Kids, Sneakers and Bridal collections**.
- Investing in AI-driven personalisation, AR try-ons, and digital commerce

- Exploring international market entry, starting with the Middle East.
- Driving sustainability initiatives towards our **100% eco-friendly packaging** goal by 2030.innovations

Our vision is to position Marc Loire not only as a leading Indian brand but as a globally admired fashion company.

ACKNOWLEDGEMENT

I take this opportunity to thank our Board of Directors, whose guidance and governance steer us towards excellence. I extend my gratitude to our employees, partners, suppliers, and investors, who form the ecosystem that makes our progress possible. Most importantly, I thank our customers, whose loyalty inspires us to keep innovating and striving for more.

CLOSING THOUGHT

At Marc Loire, we are not just in the business of footwear — we are in the business of creating confidence with every step. As Managing Director, I assure you that we remain committed to excellence in execution, sustainability in growth, and responsibility in leadership.

Together, we will continue to walk forward — one step at a time, one story at a time.

With warm regards,

Arvind Kamboj
Chairman & Managing Director



KEY HIGHLIGHTS OF FY 2024–25

FY 2024–25 was a landmark year for Marc Loire Fashions Limited, marked by strong financial performance, entry into offline retail, enhanced brand visibility, and significant progress in sustainability and people initiatives. The following highlights provide a snapshot of our journey during the year.

FINANCIAL PERFORMANCE HIGHLIGHTS

Marc Loire delivered robust financial results, reflecting consistent demand, operational efficiency, and strategic investments.

- Revenue: **₹42.46 crores** in FY 2024–25 vs. **₹40.40 crores** in FY 2023–24
- EBITDA Margin: Improved to **15.47%** from **13.84%** in FY 2023–24.
- Profit After Tax: **₹4.70 crores** in FY 2024–25 vs. **₹4.08 crores** in FY 2023–24 (**15.41% growth**).
- Net Worth: Strengthened to **₹10.75 crores** from **₹6.04 crores**.

OPERATIONAL HIGHLIGHTS

- Average delivery time reduced from **5 days to 1 day** / same day delivery due to improved warehousing and logistics.
- Expanded warehousing capacity in **Delhi NCR and 10 other states**.
- Planning offline retail with first two exclusive brand outlets in **Faridabad NIT, Haryana & Durgapuri, Delhi**.

E-COMMERCE & DIGITAL LEADERSHIP

E-commerce continues to be the growth engine, contributing **61% of revenues**.

- Presence strengthened on **Amazon, Myntra, Ajio, and Flipkart**.
- Traffic to **www.marcloire.com** grew by **38% YoY**.
- Piloted Augmented Reality (AR) try-on technology to enhance online shopping experience.
- Repeat purchase rate rose to **32%**.

BRAND & MARKETING HIGHLIGHTS

- Launched **“Walk Your Story”** Campaign – celebrating women’s journeys through Marc Loire footwear.
- Reached **7,500 Instagram** followers, recording **+35% growth YoY**.

- Generated **50M+ impressions** and **4.8% engagement rate** on social media.
- Collaborated with **150+ influencers**, across India.

FINANCIAL PERFORMANCE HIGHLIGHTS

- Expanded workwear range of loafers, targeting young professionals.
- Strengthened festive & ethnic collection of wedges and sandals.
- Developed prototypes of sustainable footwear using recycled fabrics.
- Initiated design for sneakers and premium bridal line, launching FY 2025–26.

CSR & SUSTAINABILITY HIGHLIGHTS

- Achieved **40% eco-friendly** packaging, **target 100% by FY 2030**.
- Invested **₹4.50 Lakhs** in CSR initiatives, in education sector through Mangalam Edu Gate.
- Partnered with NGOs to conduct skill development workshops for women artisans.
- Initiated R&D into biodegradable shoe components.

PEOPLE & CULTURE

- Workforce strength growing substantially.
- Women representation increasing in the workforce.
- Introduced Leadership Development Programs and Diversity & Inclusion Charter.
- Conducted multiple employee engagement and wellness initiatives.

AWARDS & RECOGNITION

- Recognised by Amazon & Flipkart as Brand to watch out for in Footwear Segment.
- Recognised by Myntra as one of the Top 5 Women's Footwear Growth Brands (FY 2025).



OUTLOOK FOR FY 2025–26

Building on the achievements of FY 2024–25, we will focus on:

- Planning offline footprint with Fifteen new stores in FY 2025–26.
- Launching sneakers and bridal footwear collections.
- Scaling AR/VR technology pilots for digital shopping experiences.
- Accelerating progress towards 100% sustainable packaging.

BUSINESS & FINANCIAL OVERVIEW

FY 2024–25 was a year of solid financial growth and operational strengthening for Marc Loire Fashions Limited. Our revenue crossed ₹325 crores, reflecting 22% year-on-year growth, while profitability surged on account of efficiency, scale, and stronger customer engagement. This section presents a detailed overview of our financial performance across the Profit & Loss Account, Balance Sheet, Cash Flows, segment analysis, and key ratios.

PROFIT & LOSS ACCOUNT – OVERVIEW

The Profit & Loss Account reflects the operational strength and demand resilience that Marc Loire achieved during FY 2024–25.

Particulars (₹ in Crores)	FY 2024–25	FY 2023–24	% Change
Revenue from Operations	42.26	40.20	+5%
Other Income	20.68	19.77	+0.5%
Total Income	42.46	40.40	+5%
EBITDA	6.54	5.57	+17%
EBITDA Margin (%)	15.47	13.84	–%
Profit Before Tax (PBT)	6.35	5.50	+15%
Profit After Tax (PAT)	4.71	4.08	+15%

COMMENTARY:

- † Strong revenue growth was driven by festive demand, e-commerce expansion, and repeat purchases.
- † Operating leverage led to improved EBITDA margins.
- † PAT grew faster than revenue, underscoring cost efficiency and lower finance costs.

BALANCE SHEET OVERVIEW

Marc Loire's Balance Sheet continues to remain conservative and growth-ready, with adequate reserves and a healthy debt profile.

Particulars (₹ in Crores)	FY 2024–25	FY 2023–24
Equity Share Capital	5.00	1.00
Reserves & Surplus	45.75	85.04
Net Worth	10.75	6.04
Long-Term Borrowings	0.00	0.00
Short-Term Borrowings	0.03	1.48
Total Debt	0.03	1.48
Debt-to-Equity Ratio	0.00	0.24
Fixed Assets	0.03	0.05
Current Assets	22.24	17.01
Cash & Cash Equivalents	1.17	1.97

COMMENTARY:

- Strengthened Net Worth due to retained earnings.
- Reduction in borrowings resulted in lower finance costs.

CASH FLOW PERFORMANCE

Cash flows highlight Marc Loire's ability to generate healthy operating cash and reinvest in growth.

Particulars (₹ in Crores)	FY 2024–25	FY 2023–24
Net Cash from Operating Activities	0.62	-1.70
Net Cash from Investing Activities	0.20	0.26
Net Cash from Financing Activities	1.61	1.44
Closing Cash Balance	1.17	1.97

COMMENTARY:

- Higher operating cash flow driven by strong profitability and working capital efficiency.
- Investing cash outflow reflects no further amount spent in Investing activities.
- Financing cash outflow reduced due to lower debt repayments.

SEGMENTAL PERFORMANCE

BY CHANNEL

- E-Commerce (61% revenue): ₹25.74 crores.
- Offline Retail (2% revenue): ₹00.67 crores.
- Wholesale/Other Channels (37% revenue): ₹15.84 crores.

BY PRODUCT CATEGORY

- Comfortable Casuals : 6%
- Athleisure Wear : 25%.
- Party / High Fashion : 32%.
- Formals / Office Wear : 25%.
- Ethnic Collection : 7%



KEY RATIOS

Particulars (₹ in Crores)	FY 2024–25	FY 2023–24	FY 2023–24
Return on Equity (ROE)	43.75%	67.39%	Due to Increase in shareholders fund pursuant to Bonus Issue
Return on Capital Employed	60.56%	91.45%	Due to increase in working capital requirement
Net Profit Margin	11.08%	10.09%	Reflects operational leverage.
Current Ratio	01.84	01.44	Due to increase in working capital requirement
Inventory Turnover Ratio	02.26	04.62	Due to increase in Inventory level

OUTLOOK FOR FY 2025–26

Financial priorities include:

- Revenue growth target of 20–22%.
- Expanding offline contribution to more than 50% of total revenues by opening EBOS.
- Sustaining EBITDA margin at 15–17%.
- Continuing prudent working capital and liquidity management.

MARKETING & BRAND BUILDING

INTRODUCTION

Marketing and brand-building lie at the heart of Marc Loire's growth story. Over the years, we have cultivated a brand identity that resonates with our core audience — the modern Indian woman who seeks affordable luxury, elegance, and comfort.

In FY 2024–25, we took significant steps to strengthen Marc Loire's brand equity, expand digital visibility, and build deeper connections with consumers across Tier 1, Tier 2, and Tier 3 cities. Our approach was guided by a digital-first strategy, innovative campaigns, and a relentless focus on storytelling.

BRAND PHILOSOPHY

At Marc Loire, we believe that:

- Footwear is not just an accessory, but a statement of individuality.
- Every pair of shoes carries the confidence, ambition, and stories of women who wear them.
- Luxury can and should be accessible without compromising quality.
- A strong brand must balance global design inspirations with local cultural relevance.

This philosophy is reflected in every campaign, product launch, and consumer interaction.

KEY MARKETING CAMPAIGNS (FY 2024–25)

Walk Your Story" Campaign

- Our flagship campaign for the year.
- Celebrated the stories of real women, connecting footwear to personal journeys.wear them.
- Featured across Instagram, Facebook, YouTube Shorts, and offline pop-ups.
- Generated 50M+ digital impressions and 4.8% engagement rate (above industry average).

FESTIVE COLLECTION LAUNCH (DIWALI 2024)

- Introduced premium ethnic wedges and sandals.
- Collaborated with 50+ influencers for festive styling content.
- Sales of festive line grew 28% YoY.

VALENTINE'S DAY CAMPAIGN (FEB 2025)

- Limited edition "Red Love" collection launched.
- Used AR try-on filters on Instagram, boosting digital engagement.
- Collection sold out in under three weeks.

DIGITAL MARKETING PERFORMANCE

Marc Loire remains a digital-first brand, with e-commerce and social media as key growth drivers.

- Instagram followers: 185,000 (+35% YoY).
- Engagement: 40% higher than FY 2023–24.
- Paid performance campaigns (Meta & Google)
- Improved customer acquisition costs (CAC) by 20%.
- Return on Ad Spend (ROAS) of 4.2x across channels.
- D2C website traffic: +38% YoY, with higher repeat purchase rates.
- Piloted AI-driven personalisation, leading to 12% higher conversions.

DIGITAL MARKETING PERFORMANCE

In FY 2024–25, we scaled our influencer and community-first marketing approach.

- 150+ influencers engaged, Pan India.
- Collaborations included fashion bloggers, lifestyle creators, and working professionals.
- UGC (User-Generated Content) campaigns such as #WalkWithMarc Loire

PUBLIC RELATIONS & MEDIA COVERAGE

Our brand visibility was reinforced by significant earned media presence:

- Ranked among fastest growing Women's Footwear Brand in Amazon.
- Ranked among Myntra's Top 5 Women's Footwear Growth Brands (2025).

FESTIVE COLLECTION LAUNCH (DIWALI 2024)

During the year, we also invested in refreshing our brand identity to align with our global aspirations:

- Updated visual identity with sleek logo variations and minimalist colour palette.
- Streamlined packaging with eco-friendly materials and modern design.
- Revamped brand guidelines for digital, print, and retail touch-points.
- Enhanced customer unboxing experience – a luxury feel at an affordable price point.

FESTIVE COLLECTION LAUNCH (DIWALI 2024)

- Launched Marc Loire Rewards Program – a loyalty initiative offering points, early access, and styling perks.
- Conducted online styling workshops with influencers for customers.
- Interactive features like Instagram polls, AR try-ons, quizzes, and Ask Us Anything sessions improved engagement.
- Customer satisfaction (CSAT) score improved to 4.5/5, with repeat purchases at 32%.

FESTIVE COLLECTION LAUNCH (DIWALI 2024)

- Marketing investments of ₹0.23 crores in FY 2024–25.
- 70% allocated to digital campaigns (Meta, Google, Influencers).
- 20% allocated to offline events and branding (retail launch, exhibitions).
- 10% for PR and media collaborations.
- Achieved an overall ROI of 3.9x across all marketing channels.

LOOKING AHEAD – FY 2025–26 MARKETING ROADMAP

- Launch new campaign “Every Step, A Story” with a stronger emotional appeal.
- Expand AR/VR digital shopping experiences.
- Deepen influencer collaborations with celebrity endorsements and micro-influencers in Tier 2 cities.
- Build offline retail marketing ecosystem, including in-store digital kiosks and experiential zones.



PRODUCT PORTFOLIO & INNOVATIONS

INTRODUCTION

Marc Loire's strength lies in its diverse and evolving product portfolio, designed to cater to the aspirations of modern Indian women. Our collections strike the right balance between global fashion cues and local cultural influences, ensuring that every product reflects style, comfort, and durability.

In FY 2024–25, we continued to expand our offerings across core categories while laying the foundation for new product lines that will fuel future growth. Our in-house design and R&D teams worked tirelessly to anticipate consumer trends, experiment with sustainable materials, and deliver products that meet the ever-evolving demands of fashion-conscious women.

NEW PRODUCT DEVELOPMENT & LAUNCHES

Innovation is central to Marc Loire's portfolio evolution. In FY 2024–25, we introduced:

- Limited Edition "Red Love" Valentine Collection — achieved complete sell-out within three weeks.
- Pastel Festive Line (Spring 2025) — merging traditional aesthetics with contemporary pastel hues.
- Workwear Loafers 2.0 — updated designs with anti-slip technology and breathable materials.

NEW PRODUCT DEVELOPMENT & LAUNCHES

Our internal design studio and product development team play a pivotal role in sustaining Marc Loire's competitive edge.

- **Trend Forecasting:** Dedicated research into global runway trends, colour forecasts, and material innovations.
- **Material Science:** Partnerships with vendors for sustainable leathers, high-grade synthetics, and recycled materials.
- **Ergonomic Testing:** Every new design undergoes comfort testing for long wearability.
- **Technology Integration:** AR/VR try-on pilots allow consumers to visualise footwear digitally before purchase.

Our innovation is not only about fashion aesthetics but also about functionality, durability, and sustainability.

CONSUMER INSIGHTS DRIVING INNOVATION

Our R&D is informed by direct consumer insights gathered through:

- Social media engagement (polls, Q&A, styling workshops).
- Customer feedback loops on our D2C website.
- Influencer collaborations, which bring real-world style narratives.
- Loyalty program analytics, tracking repeat purchase trends.

Our R&D is informed by direct consumer insights gathered through:

- Rising demand for comfort-focused festive footwear.
- Growth in neutral-toned workwear styles.
- Preference for limited edition seasonal collections, driving urgency in purchases.
- Interest in eco-friendly and sustainable options, especially among urban millennials.
- Preference for limited edition seasonal collections, driving urgency in purchases.

UPCOMING LAUNCHES (FY 2025–26)

To stay ahead of the curve, Marc Loire has lined up exciting innovations for the next financial year:

- **Sneakers Collection:** Trend-driven, versatile sneakers for everyday fashion.
- **Premium Bridal Line:** High-end embellished heels and wedges targeting the bridal segment.
- **Sustainable Collection 2026:** Range made entirely from biodegradable materials.

- AR Personalisation Tool: Allowing customers to customise colour, design, and fit digitally before ordering.

These launches will broaden our portfolio, increase average order values, and strengthen Marc Loire's reputation as an innovative fashion leader.

AWARDS & RECOGNITION FOR INNOVATION

- Recognised as Fastest growing brand in Women's Footwear Category by Amazon.
- Myntra listed Marc Loire among its Top 5 Growth Footwear Brands.
- Praised in industry media for pioneering eco-conscious footwear experiments.

CONCLUSION

Marc Loire's product portfolio and innovation pipeline ensure that we remain ahead of consumer expectations. With strong contributions from our core categories, new launches, and sustainability-driven initiatives, we are positioned to capture both volume growth and premium positioning in the years to come.

Our innovation philosophy is simple yet powerful: Fashion must empower, comfort must endure, and quality must never be compromised.



INTRODUCTION

The year FY 2024–25 was marked by strategic operational progress and measured expansion for Marc Loire. Having established itself as a leading digital-first footwear brand, the Company is now transitioning into a truly omnichannel player with a robust operational backbone.

MARC LOIRE'S EXPANSION PHILOSOPHY IS GUIDED BY THREE PRINCIPLES:

Accessibility

Expanding our reach Pan India, ensuring aspirational fashion is within every woman's reach.

Efficiency

Investing in supply chain and warehousing to enhance speed, reliability, and cost-effectiveness.

Scalability

Building frameworks that can support not just national, but future international growth.

SUPPLY CHAIN & WAREHOUSING

Efficient supply chain operations remain the backbone of Marc Loire's success, particularly as 61% of revenues come from e-commerce.

- **Warehousing Hubs:** We have warehouses in almost all the regions covering all major states.
- **Impact:** Reduced average delivery times from 5 days to 1day / same day delivery improving customer satisfaction.
- **Capacity Enhancement:** Warehousing space increased by 15% YoY to handle growing order volumes.

VENDOR & MANUFACTURING ECOSYSTEM

Marc Loire is embedding technology at the core of its operations.

- **ERP Implementation :** Centralised system for finance, HR, and supply chain.
- **AI Demand Forecasting :** Anticipates seasonal demand trends for better planning.
- **Customer Data Platforms (CDPs):** Enable 360° view of customer journeys.
- **Automation in Warehousing :** Introduction of scanning systems for faster

CHALLENGES IN EXPANSION

- **High Competition** : Global brands entering Indian markets.
- **Retail Real Estate Costs** : Premium locations demand high rentals.
- **Supply Chain Volatility** : Input cost fluctuations in leather and rubber.
- **Regulatory Compliance** : International expansion demands adherence to diverse standards.

Mitigation Measures:

- Strong brand differentiation and marketing.
- Balanced approach between owned stores and franchise models.
- Multi-vendor sourcing strategy.

CHALLENGES IN EXPANSION

In the coming year, we will prioritize:

- Opening 15 new retail stores across metro and mini-metro cities.
- Increasing offline revenue contribution from 37.48% to approx 50%.
- Expanding warehousing by another 10% to support demand growth.
- Enhancing operational automation and tech adoption.

CHALLENGES IN EXPANSION

FY 2024–25 marked the transition of Marc Loire from a purely digital-first company to an omnichannel brand. With a strong supply chain, robust vendor ecosystem, and a clear roadmap for offline and international expansion, Marc Loire is positioned to scale its operations sustainably.

Our focus remains steadfast: to create a brand that is accessible, efficient, and globally aspirational, ensuring every woman has access to footwear that blends style, comfort, and affordability.



INTRODUCTION

At Marc Loire, we firmly believe that our people are the cornerstone of our success. Behind every product designed, every campaign executed, and every milestone achieved stands a team of creative, passionate, and dedicated professionals.

In FY 2024–25, with growing work force reflecting our commitment to building a robust talent pool that will support our next phase of growth. Our culture fosters collaboration, innovation, and empowerment, ensuring that employees are not just contributors but also ambassadors of the Marc Loire brand.

WORKFORCE COMPOSITION

Our people strategy emphasises diversity, inclusivity, and balanced representation across all functions and geographies.

Employee Strength: The organisation continues to experience consistent year-on-year growth, strengthening its overall talent base.

Workforce Diversity: We are committed to fostering an inclusive environment, ensuring fair representation across different backgrounds and perspectives.

Age Demographics: The team is largely driven by a youthful and dynamic workforce, complemented by experienced professionals who bring depth and stability.

Regional Spread: Our presence extends across multiple regions in India, reflecting both national reach and local adaptability.

BUILDING A CULTURE OF COLLABORATION

We foster a culture of collaboration and openness. At Marc Loire:

- Hierarchies are minimal to ensure agility and fast decision-making.
- Teams are encouraged to engage in cross-functional projects.
- Expanding warehousing by another 10% to support demand growth.
- Regular townhalls, open forums, and feedback sessions are conducted by leadership.

This collaborative culture has translated into higher employee satisfaction scores and improved retention.

EMPLOYEE ENGAGEMENT INITIATIVES

Employee well-being and engagement remain central to our people practices. During the year, a range of initiatives were introduced to foster a supportive and inclusive workplace

Wellness Programs: Focused on holistic health through healthcare support, awareness sessions, and partnerships that encourage physical and mental well-being.

Work-Life Balance: Strengthened through flexible working arrangements, enhanced leave policies, and provisions that support personal and family care.

Cultural and Team-Building Activities: Regular celebrations and engagement forums were organised to promote inclusivity, collaboration, and recognition of employee contributions.

EMPLOYEE ENGAGEMENT INITIATIVES

At Marc Loire, inclusivity is not treated as a standalone initiative but as a guiding principle that shapes our organisational culture.

Diverse Representation: We remain committed to fostering balanced participation across all levels of the organisation, including leadership positions.

Inclusive Policies: A structured Diversity & Inclusion framework has been introduced to ensure fair opportunities and an equitable work environment for all.

Accessibility: Efforts are continuously made to create workplaces and hiring practices that are inclusive and supportive of individuals with varied abilities.

Cultural Diversity: Our workforce brings together talent from across different regions and backgrounds, creating a rich blend of perspectives and experiences.

EMPLOYEE ENGAGEMENT INITIATIVES

The organisation follows a performance-driven approach to recognition, ensuring that achievements are acknowledged in a fair and transparent manner. The appraisal framework balances measurable outcomes with qualitative contributions, fostering a culture of continuous growth.

Appraisal Cycle: Designed to be transparent, consistent, and merit-based.

Recognition Programs: Structured initiatives to celebrate outstanding performance, creativity, and commitment.

Incentives: Rewards and bonuses are linked to individual and organisational success.

Long-Term Value Creation: Mechanisms are being explored to further strengthen retention and align employees with the long-term vision of the organisation.

CHALLENGES IN EXPANSION

Leadership at Marc Loire is driven by:

- Ethical decision-making.
- Transparency in communication with teams and stakeholders.
- Strong emphasis on corporate governance and compliance.
- Leadership embodying the company's values of innovation, quality, and inclusivity.

Our leaders are not just strategy drivers — they are mentors, coaches, and cultural custodians.

CHALLENGES & MITIGATION

Like all growing organisations, we face challenges in human capital management:

- **Talent Retention:** Competition in fashion & retail industry.
- **Mitigation:** Competitive compensation, career growth pathways.
- **Skill Upgradation:** Rapidly evolving digital ecosystem.
- **Mitigation:** Continuous learning programs and digital upskilling.
- **Geographical Workforce Integration:** Teams spread across regions.
- **Mitigation:** Tech-enabled collaboration platforms and virtual engagement.

CHALLENGES & MITIGATION

Our human capital priorities for the upcoming year are centred around strengthening leadership, enhancing employee well-being, and fostering a culture of inclusivity and growth.

Leadership Development: Expanding opportunities for leadership roles and extending training programs to empower emerging and mid-level managers.

Employee Ownership: Introducing initiatives that encourage long-term value creation and deeper alignment with organisational goals.

Wellness & Well-being: Strengthening wellness offerings with a particular focus on mental health and holistic support for employees.

Employer Brand: Continuing efforts to reinforce our position as an employer of choice, recognised for inclusivity, growth opportunities, and a supportive work culture.

CONCLUSION

Our people are not just employees — they are the brand custodians of Marc Loire. Their creativity, passion, and resilience have built this Company into what it is today. As we scale, we remain committed to building a workplace that inspires, empowers, and nurtures talent while staying true to our values.

At Marc Loire, we do not just design footwear. We design opportunities for our people to thrive.



CORPORATE SOCIAL RESPONSIBILITY (CSR) & SUSTAINABILITY

INTRODUCTION

At Marc Loire, we believe that growth is meaningful only when it is responsible, inclusive, and sustainable. Since our inception in 2014, we have not only focused on delivering fashionable, comfortable footwear to customers but also on creating a positive impact on communities and the environment.

FY 2024–25 marked a significant year in strengthening our CSR footprint and sustainability agenda. We aligned our initiatives with Mangalam Edu Gate, focusing on education sector.

ENVIRONMENTAL SUSTAINABILITY

Marc Loire's sustainability journey is built on the principle of responsible fashion.



Sustainable Packaging

- Transitioned to 40% eco-friendly packaging materials (biodegradable boxes, recyclable carry bags).
- Target: 100% sustainable packaging by FY 2030.



Sustainable Materials & Design

- Piloted footwear made with recycled fabrics, plant-based dyes, and biodegradable soles.
- Partnered with suppliers to explore vegan leather alternatives.
- Developed R&D roadmap for a sustainable footwear collection.



Energy & Waste Management

- Reduced carbon footprint at warehouses through energy-efficient lighting and solar panels.
- Achieved 25% reduction in paper usage via digital-first operational systems.
- Recycling of production scrap and safe waste disposal.

GOVERNANCE & ETHICAL RESPONSIBILITY

Sustainability for Marc Loire also extends to corporate governance and ethical compliance.

- Strengthened compliance with SEBI guidelines on transparency and disclosures.
- Adopted Whistle Blower Policy to promote accountability.
- Conducted training sessions on ethical sourcing and workplace conduct.
- Enhanced risk management framework to address ESG-related risks.

CSR & SUSTAINABILITY INVESTMENTS

In FY 2024–25, we invested:

- ₹0.45 crores towards CSR initiatives in education sector through Mangalam Edu Gate.

CHALLENGES & LEARNINGS

While progress has been made, challenges remain:

- Limited availability of scalable eco-materials at cost-effective levels.
- Awareness gaps in rural communities about skill development opportunities.
- Need for stronger impact measurement frameworks to track long-term CSR outcomes.

Marc Loire is addressing these challenges by building supplier partnerships, and impact measurement systems.

FUTURE ROADMAP (FY 2025–30)

Our sustainability vision is ambitious yet achievable:

- 2026: Launch of Sustainable Collection made entirely of eco-materials.
- 2030: Achieve 100% sustainable packaging.
- Expand CSR footprint to impact over 25,000 lives across India.

CONCLUSION

At Marc Loire, fashion and responsibility go hand in hand. We recognise that as we grow, our responsibility to the planet and society grows with us. Through sustained CSR efforts and a structured sustainability roadmap, we are ensuring that Marc Loire not only creates footwear that inspires confidence but also creates impact that inspires change.



We are proud of the progress made in FY 2024-25, but equally committed to raising the bar in the years ahead. Our ultimate goal is clear: to be a globally admired fashion brand that stands for responsibility as much as for style.

INDUSTRY OVERVIEW

The global footwear industry has witnessed consistent growth in the last decade, driven by rising disposable incomes, urbanisation, changing fashion preferences, and the rapid penetration of e-commerce. According to industry reports, the global footwear market is valued at approximately USD 420 billion in 2024 and is projected to grow at a CAGR of 4.2% through 2030.

The Indian footwear market is the second-largest in the world by volume and among the top five by value. Valued at approximately INR 92,000 crores in 2024, it is expected to grow at a CAGR of 10–12% over the next five years, fuelled by

- Increased fashion awareness among youth.
- Rising participation of women in the workforce.
- Growing adoption of premium and branded footwear.
- Digital-first shopping behavior through e-commerce platforms.

The women's footwear segment, in particular, is experiencing rapid expansion, driven by demand for affordable luxury, occasion-specific footwear, and sustainable fashion alternatives.

BUSINESS MODEL OF MARC LOIRE

Marc Loire operates on a multi-channel retail model, combining the scalability of e-commerce with the credibility of offline retail. Our strategy focuses on

E-Commerce Dominance: With strong partnerships on Amazon, Myntra, Ajio, Flipkart, Tata Cliq, Nyka, Limeroad, Snapdeal along with our own D2C website, e-commerce contributes 61% of our revenues.

Design-Led Differentiation: An in-house design studio ensures every product reflects a fusion of international styling with Indian sensibilities.

Affordable Luxury: Positioned between mass-market footwear and premium global brands, Marc Loire caters to women who seek style, comfort, and value for money.

Customer-Centric Culture: Through continuous engagement, feedback loops, and influencer collaborations, we remain closely connected to consumer aspirations.

OPPORTUNITIES & GROWTH DRIVERS

Rising Women Consumer Base – The growing participation of women in the workforce, coupled with increasing disposable incomes, creates strong demand for stylish yet affordable footwear.

Digital Penetration – With e-commerce accounting for more than 25% of India’s fashion sales, Marc Loire is strategically positioned to capitalise on this momentum.

Tier 2 & Tier 3 Expansion – Rising aspirations in smaller cities are fueling demand for branded footwear, opening new markets for Marc Loire.

CHALLENGES & THREATS

Raw Material Price Volatility – Rising costs of leather substitutes, rubber, and adhesives may impact margins.

Intense Competition – Both domestic players and global brands are vying for the same consumer base.

Supply Chain Disruptions – Any disruptions in logistics, particularly during festive seasons, could affect sales momentum.

Shifting Fashion Trends – Rapidly changing consumer preferences demand continuous innovation.

Regulatory Risks – Compliance with labor laws, SEBI, and Companies Act provisions requires robust governance practices.

SWOT ANALYSIS



Strengths

- Strong e-commerce presence with 61% contribution.
- Affordable luxury positioning.
- In-house design and product development capabilities.
- Strong brand recall through “Walk Your Story” campaign.



Weaknesses

- Limited offline footprint compared to competitors.
- Dependence on third-party platforms for majority of sales.



Opportunities

- Expansion Pan India.
- Launch of new categories (sneakers, bridal wear).



Threats

- Entry of global fast-fashion footwear brands.
- Raw material cost fluctuations.
- Counterfeit and unorganised market competition.

RISK MANAGEMENT

Marc Loire has implemented a comprehensive risk management framework that identifies, evaluates, and mitigates potential risks. Key risks include

Operational Risk: Managed through diversified supplier base and robust logistics network.

Reputational Risk: Strong focus on customer feedback and grievance redressal through our customer care system.

Regulatory Risk: Strict adherence to SEBI, Companies Act, and labor law compliances, overseen by the Company Secretary.

Technology Risk: Continuous investment in IT security and AI-driven analytics to safeguard data and predict consumer trends.

The growth was driven primarily by e-commerce sales, increased demand for premium festive collections, and higher repeat purchase rates.

OUTLOOK

The Indian footwear sector is expected to continue its double-digit growth trajectory. For Marc Loire, the future roadmap includes

- Expanding offline presence to 15 new stores Pan India by FY 2026.
- Introducing new categories such as sneakers and premium bridal footwear.
- Leveraging AR/VR technologies for customer experience.
- Strengthening sustainability initiatives through recycled materials and 100% biodegradable packaging.

With its strong brand positioning, robust governance, and innovation-driven culture, Marc Loire is well-poised to capture the next wave of growth and establish itself as a global Indian footwear brand.



NOTICE

NOTICE is hereby given that the 12th Annual General Meeting (“AGM/ 12th AGM”) of the Members MARC LOIRE FASHIONS LIMITED (“the Company”) will be held on Saturday the 27th day of September, 2025 at 11:00 A.M. Indian Standard Time (“IST”), through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 including the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement for the year ended as at 31st March 2025 and the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director in the place of retiring Director

To appoint a director in place of Mr. Atul Malhotra , who retires by rotation and being eligible offers himself for re-appointment.

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Mr. Atul Malhotra, (DIN: 07814724) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. Appointment of M/S M R S & Associates, Company Secretaries as Secretarial Auditor of the company for term of five (5) consecutive years and fixation of remuneration thereof

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

“**RESOLVED THAT** pursuant to Regulation 24A of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time and as per applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. M R S & Associates, Company Secretaries (Firm Unique Code S2019DE678300), be and is hereby appointed as Secretarial Auditors of the Company, to hold office for a term of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, at such remuneration, as approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or 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).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By the order of the Board
For MARC LOIRE FASHIONS LIMITED**

sd/-
VASANT KUBER SONI
Company Secretary & Compliance Officer
ACS: 66674

Date: 2nd September, 2025
Place: Delhi

IMPORTANT NOTES:

1. The 12th Annual General Meeting of the Company will be held on Saturday, 27th day of September, 2025, at 11:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in compliance with the applicable provisions. and circular issued by
2. Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024, General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No.21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”) has permitted to conduct the Annual General Meeting through video conferencing (“VC”) or other audiovisual means (“OAVM”). In compliance with the aforesaid MCA Circulars, the 12th Annual General Meeting (“12th AGM” or “Meeting”) of the Members of the Company will be held through VC/OAVM, without the physical presence of the Members. In accordance with the aforesaid MCA Circulars and SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 2023 issued by Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”), the Notice of the AGM along with the Annual Report for F.Y. 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/

National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on its email Id csvasant@marcloire.in, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. 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 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.
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 Companies Act, 2013.
6. An explanatory statement setting out details relating to the businesses to be transacted at the Annual General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
8. As the Annual General Meeting of the Company is held through VC / OAVM, we therefore request the members to submit questions in advance relating to the business specified in this notice of AGM on the email ID csvasant@marcloire.in at least 10 days in advance but not later than Wednesday, 17th September, 2025.
9. The Annual Report along with the Notice of AGM will be placed on the Company’s website on www.marcloire.com.
10. Members of the Company holding shares either in physical form or in de-materialized forms as on BENPOS date i.e., Friday, 29th August, 2025 will receive Annual Report for the financial year 2024-25 through electronic mode. As per the MCA Circular 20/2020 dated 5th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email id’s are registered with the Registrar and Share Transfer Agent of the Company / Depository participant.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (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 venue voting on the date of the AGM will be provided by NSDL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.marcloire.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at

www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

13. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Tuesday, 23rd September, 2025 at 9:00 A.M. (IST) and ends on Friday, 26th September, 2025 at 5:00 P.M. (IST). 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 record date (cut-off date) i.e. Saturday, 20th September, 2025, 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 Saturday, 20th September, 2025.

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.	<p>1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. 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.</p>

	<p>3. 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</p> <p>4. 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 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>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="577 797 1085 1108" data-label="Image"> </div>
Individual Shareholders holding securities in demat mode with CDSL	<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 user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, 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 a 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</p>

	successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting 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.

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. 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.com or call at 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. 1800-21-09911

B) Login Method for e-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 eservices 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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 your password.
- c) How to retrieve your 'initial password'?
 - (i) 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.com 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 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

- a) 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 mohit@mrsassociates.co.in with a copy marked to evoting@nsdl.com. 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.
- b) 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.
- c) 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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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 cvasant@marcloire.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 cvasant@marcloire.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.com 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join 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 (company email id). The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from 23/09/2025 (9.00 a.m. IST) and 25/09/2025 (5.00 p.m. IST) from their registered e-mail Id's mentioning their name, DP ID and client Id / folio number, PAN, mobile number on cvasant@marcloire.in as registered in the records of the Company. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

EXPLANATORY STATEMENT

[Pursuant to Sections 102 of the Companies Act, 2013]

EXPLANATORY STATEMENT IN RESPECT OF BUSINESS SET OUT IN ITEM NO. 3 OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF MARC LOIRE FASHIONS LIMITED TO BE HELD ON SATURDAY, 27TH DAY OF SEPTEMBER, 2025 AT 11:00 A.M. (IST) THROUGH VIDEO CONFRENCING

The Following Explanatory Statement sets out all material facts relating to the Business mentioned under item sr. no. 3 of the accompanying Notice:

ITEM NO. 3

Appointment of M/S. M R S & Associates, Company Secretaries as Secretarial Auditor of the company for term of five (5) consecutive years and fixation of remuneration thereof

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors in their meetings held on 2nd September, 2025 have approved and recommended the appointment of M/s M R S & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Unique Code S2019DE678300) as Secretarial Auditors of the Company for a term of up to 5(Five) consecutive years to hold office from the conclusion of this 12th Annual General Meeting ('AGM') till the conclusion of 17th Annual General Meeting of the Company to be held in the Year 2030 for conducting the secretarial audit for the Financial Year 2025-26 and subsequent year(s) of their term, at such fee as may be determined by the Board, on recommendation of Audit Committee. The fees for services in the nature of certifications and other professional services rendered in line with Regulation 24A(1B) of SEBI LODR Regulations will be in addition to the secretarial audit fee as above and will be decided by the Board in line with the recommendations of the Audit Committee in consultation with the secretarial auditor.

M/s M R S & Associates fulfil the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and pursuant to Regulation 24A(1A) of SEBI LODR Regulations. The Firm holds a valid Peer Review Certificate. M/s M R S & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

**By the order of the Board
For MARC LOIRE FASHIONS LIMITED**

sd/-
VASANT KUBER SONI
Company Secretary & Compliance Officer
ACS: 66674

Date: 2nd September, 2025

Place: Delhi

DIRECTORS' REPORT

To

The Members,

MARC LOIRE FASHIONS LIMITED

Plot No 426/1 First Floor Rani Khera Road,

Village Mundaka, West Delhi, Delhi-110041, India

Dear Shareholders,

The Directors of your Company take pleasure in presenting their 12th Annual Report on the operations of the Company and the Audited Financial Accounts of the Company for the year ended 31st March, 2025.

1. FINANCIAL SUMMARY OR PERFORMANCE OF THE COMPANY:

(Amount in Hundred)

Particulars	F.Y. 2024-25	F.Y. 2023-24
Revenue from Operations	42,25,739	40,20,303
Other Income	20,678	20,314
Total Income	42,46,417	40,40,617
Purchase of Stock-in-Trade	21,67,182	25,92,633
Change in Inventory of FG, WIP and Stock in Trade	-2,41,581	-6,04,747
Employee Benefit Expenses	71,743	1,13,527
Finance Cost	16,207	3,547
Depreciation & Amortization Expenses	2,314	3,301
Other Expenses	15,95,425	13,81,829
Total Expenses	36,11,289	34,90,089
Current tax	1,65,041	1,42,467
Deferred Tax	-449	-241
Profit/(Loss) after Tax	4,70,535	4,08,301
Earnings per share (Rs.)		
Basic	0.09	0.41
Diluted	0.09	0.41

2. REVIEW OF OPERATIONS

During the Financial Year 2024-25, the Company demonstrated meaningful progress in its operational performance, achieving a notable increase in revenue, reflecting early traction from our strategic growth efforts.

Operating revenue increased by 5.09%, rising to Rs. 42,46,417/- (figure in Hundred) for the current financial year as compared to Rs. 40,40,617/- (figure in Hundred) in the previous financial year. This upward trajectory was driven by enhanced brand affinity, improved instore experiences, and a surge in demand via digital platforms. The launch of new stores, combined with elevated interest in our premium grooming services and product lines, notably contributed to this momentum.

In parallel, the Company's Net Profit for the year under review amounted to Rs. 4,70,535/- (figure in Hundred) in the current year as compared to Profit of Rs. 4,08,301/- (figure in Hundred) in the previous year.

Website

www.marcloire.com is the website of the Company. All the requisite details, policy are placed on the website of the Company.

3. SHARE CAPITAL:

A) Authorized Capital:

During the Financial Year 2024-25, the authorized share capital of the Company increased from Rs. 2,00,00,000/- (Rupees Two Crore Only) divided into 20,00,000 Equity Shares of Rs. 10/- (Rupees Ten) Each to Rs. 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity shares of Rs. 10 each.

B) Issued, Subscribed and Paid-up Capital:

During the Financial Year 2024-25, the paid-up Share Capital of the Company increased from Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity shares of Rs. 10 Each. In Which Paid-up capital of Rs. 4,00,00,000 was raised through the issue of Bonus Equity shares on 06/09/2024 in the ratio of 4:1 by issue of 40,00,000 (Forty Lakh) equity share of Rs. 10 each

C) During the Financial Year 2024-25 Company has issued Bonus Shares.

D) During the Financial Year 2024-25 Company has not issued equity shares with differential rights/ Buy Back of Securities/ Issue of Sweat Equity Shares / Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.

E) Issue of employee stock options

The Company has not issued any shares as employee stock options scheme during the year under consideration.

DEMATERIALISATION OF EQUITY SHARES

All the Equity shares of the Company are in dematerialized form with either of the depositories viz NSDL and CDSL. The ISIN No. allotted to the Company is INE0TBQ01014.

4. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, none of the companies have become or ceased to be the associate/ subsidiary/ joint venture/ holding Company. There is no requirement of web link of policy for determining 'material' subsidiaries is disclosed as Company has no subsidiaries during 2024-25.

5. STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS

The audited financial statements of the Company are drawn up on standalone basis, for the financial year ended March 31, 2025, in accordance with the requirements of the Companies (Indian Accounting Standards) Rules, 2015 (Ind-AS) notified under Section 133 of the Act, read with relevant Rules and other accounting principles. The Company is not required to prepare the Consolidated Financial Statement.

6. CHANGE IN THE NATURE OF BUSINESS

During the year under review, there is no change in the nature of business of the Company.

7. TRANSFER TO RESERVES

During the Financial Year 2024-25, the Company has not made any amount transferred to the General Reserves.

8. DIVIDEND

Your Board does not recommend any dividend on the equity shares of the Company for financial year ended March 31, 2025 considering that the Company is in growth stage and requires funds to support its growth objectives.

9. DETAILS OF DEPOSIT AS PROVIDED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

During the year under review, the Company has neither accepted any deposits under the Companies Act, 2013 nor any deposits have remained unpaid or unclaimed as at the end of the year or repaid during the year, save and except for the exempted deposits as permitted under the provisions of Companies (Acceptance of Deposits) Rules, 2014.

10. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL

During the financial year under review, there were following changes in the directorship/KMP of the company.

On 10th April 2024, Mr. Atul Malhotra (DIN 07814724), joined the board as an Non-executive Director. His appointment is expected to bring new insights and strengthen oversight within the company.

On 26th August 2025, Mr. Vasant Kuber Soni was appointed as the Company Secretary of the company. This appointment brought a fresh addition to the key management team, the same was for taking on the responsibility of ensuring compliance with statutory and regulatory requirements. On the same day, Mr. Vasant Kuber Soni assumed an additional role as Compliance Officer, adding to his duties as Company Secretary. This dual responsibility highlights Vasant's growing involvement in the company's compliance and governance matters.

On 26th August 2025, Mr. Rachit Choudhary was appointed as the Chief Financial Officer (CFO). His appointment as CFO positioned her as a vital member of the financial leadership team, responsible for overseeing the financial operations of the Company.

On 28th August 2024, Mr. Arvind Kamboj (DIN: 09624208), who was appointed as the director (Executive) was redesignated and appointed for the role of Chairman and Managing Director of the Company.

On the same day, 28th August 2024, Mrs. Shaina Malhotra, holding DIN 06809352, was appointed as a Whole-Time Director (WTD) of the Company.

Also, on 28th August 2024, the board welcomed two new Independent Directors. Mr. Saurabh Shashwat (DIN:10074130), was appointed as an Independent Director, Non-executive, bringing in external oversight and expertise. Alongside him, Ms. Rojina Thapa (DIN 10362834), was also appointed as an Independent Director. Their appointments enhance the board's independence and governance, providing diverse perspectives to the company's leadership.

Below is a chronological summary of the recent changes in the company's leadership and key management positions, presented in a tabular format for clarity:

S.no.	Name of Directors/ KMP	Designation	DIN	Date of Appointment/ Resignation	Appointment/ Resignation/ Change in Designation
1.	Atul Malhotra	Director (Non-Executive Director)	07814724	10/04/2024	Appointment
2.	Vasant Kuber Soni	Company Secretary and Compliance officer	--	26/08/2024	Appointment
3.	Rachit Choudhary	CFO	--	26/08/2024	Appointment
4.	Arvind Kamboj	Chairman & Managing Director	09624208	28/08/2024	Change in Designation
5.	Shaina Malhotra	WTD	06809352	28/08/2024	Change in Director
6.	Saurabh Shashwat	Independent Director	10074130	28/08/2024	Appointment
7.	Rojina Thapa	Independent Director	10362834	28/08/2024	Appointment

All the Independent Directors of your Company have submitted their declaration confirming that they meet the criteria of 'Independence' as prescribed under the Act and the Listing Regulations and are not disqualified from continuing as Independent Directors. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and

expertise and they have highest standards of integrity. The Independent Directors of the Company have confirmed compliance with the relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014. The Nomination and Remuneration Committee has adopted principles for identification of Key Managerial Personnel, Senior Management including the executive directors. The policy of the Company on appointment and remuneration includes criteria for determining qualifications, positive attributes and independence of a director. The same is also available on the website of the Company at <https://www.marcloire.com>.

DISCLOSURES BY DIRECTORS

The Board of Directors has submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

Certificate of Non-Disqualification of Directors received from M/s. M R S & Associates, Practicing Company Secretary is annexed to the Board's Report as "Annexure VI".

11. NUMBER OF MEETING OF THE BOARD:

There were 9 meetings of Board of Directors and 5 Audit committee meetings held during the financial year 2024-25. The status of the attendance of the Board of Directors are as follows:

S. No	Name of Directors	No. of Board Meetings entitled to attend	No. of Board Meeting attended
1.	Arvind Kamboj	9	9
2.	Shaina Malhotra	9	9
3.	Atul Malhotra	8	8
4.	Saurabh Shashwat	4	4
5.	Rojina Thapa	4	4

The status of the attendance of the Audit Committee Meeting are as follows:

S. No	Name of Directors	No. of Audit Committee Meeting Held	No. of Audit Committee Meeting Held
1.	Saurabh Shashwat	4	4
2.	Rojina Thapa	4	4
3.	Arvind Kamboj	4	4

12. COMMITTEES OF THE BOARD:

AUDIT COMMITTEE

As on 31st March, 2025, the Audit Committee comprised of following Members:

DIN	Name	Designation
10074130	Mr. Saurabh Shashwat	Chairman

10362834	Ms. Rojina Thapa	Member
09624208	Mr. Arvind Kamboj	Member

Majority of the Members of the Committee are Independent Directors and possess accounting and financial management knowledge. All the recommendations made by the Audit Committee are accepted and implemented by the Board of Directors.

NOMINATION & REMUNERATION COMMITTEE

As on 31st March, 2025, the Nomination & Remuneration Committee comprised of following Members:

DIN	Name	Designation
10074130	Mr. Saurabh Shashwat	Chairman
10362834	Ms. Rojina Thapa	Member
07814724	Mr. Atul Malhotra	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

As on 31st March, 2025, the Stakeholder Relationship Committee comprised of following Members:

DIN	Name	Designation
07814724	Mr. Atul Malhotra	Chairman
10362834	Ms. Rojina Thapa	Member
09624208	Mr. Arvind Kamboj	Member

13. DECLARATION BY INDEPENDENT DIRECTORS:

In terms of the provisions of section 149 of the Act and the Listing Regulations, 2015, the independent directors on the Board of your Company as on the date of this report are Mr. Saurabh Shashwat and Ms. Rojina Thapa.

The Company has received declaration pursuant to section 149(7) of the Act and regulation 25 of the Listing Regulations, 2015 from all the independent directors stating that they meet the criteria of independence as provided in section 149(6) of the Act read with regulations 16 and 25 of the Listing Regulations, 2015.

The independent directors have also confirmed compliance with the provisions of section 150 of the Act read with rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, relating to inclusion of their name in the independent director's databank of the Indian Institute of Corporate Affairs.

The Board of Directors of your Company have taken on record the said declaration and confirmation submitted by the independent directors after undertaking due assessment of the veracity of the same in terms of regulation 25 of the Listing Regulations, 2015. In the opinion of the Board, the independent directors fulfil the conditions specified in the Act as well as the Rules made thereunder read with the Listing Regulations, 2015 and have complied with the code for independent directors prescribed in Schedule IV to the Act.

14. MEETING OF INDEPENDENT DIRECTORS

A separate meeting of Independent Directors of the Company was held on 3rd March, 2025. At the meeting, the Independent Director of the company reviewed the performance of the Non-Independent Directors and the Board as a whole; reviewed the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed their satisfaction with the overall performance of the Directors and the Board as a whole.

15. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178;

In compliance with the requirements of Section 178 of the Act, SEBI Listing Regulations, 2015 and any other re-enactment(s) for the time being in force, the Company has laid down a Nomination and Remuneration Policy which has been uploaded on the Company's website.

Nomination and Remuneration Policy is available at the website of the Company <https://www.marcloire.com>. The Board has adopted Nomination and Remuneration policy for selection and appointment of Directors and Key Managerial Personnel and to decide their remuneration. The Nomination and Remuneration policy of the company acts as a guideline for determining, inter alia, qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of the performance of the Directors and Key Managerial Personnel.

The salient features of the NRC Policy are as under:

- 1) Setting out the objectives of the Policy
- 2) Definitions for the purposes of the Policy
- 3) Policy for appointment and removal of Director, KMP and Senior Management
- 4) Policy relating to the Remuneration for the Managerial Personnel, KMP, Senior Management Personnel & other employees
- 5) Remuneration to Non-Executive / Independent Director.

16. INDUSTRIAL RELATIONS

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of employees have enabled the Company to remain at the

leadership position in the industry. It has taken various steps to improve productivity across organization.

17. REGISTERED OFFICE OF THE COMPANY

There was no change in the Registered Office of the Company during the Financial Year under review.

The present address of the Registered Office is as follows:

Plot No 426/1 First Floor Rani Khera Road, Village Mundaka, West Delhi, Delhi-110041, India.

18. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has formulated a Programme for Familiarization of Independent Directors with regard to their roles, rights, responsibilities, nature of the industry in which the Company operates, the business model of the Company etc. The details of the Familiarization Programmes conducted by the Company during the last financial year are available on the website of the Company at <https://www.marcloire.com>.

During the year under review, there was no change in the nature of business of the company and its business vertical/ structure/operational strategy, etc., which would have necessitated fresh Familiarization Programme for Independent Directors.

19. CORPORATE GOVERNANCE

The Company is listed on SME Emerge Platform of BSE dated 7th July 2025, The disclosure requirements as prescribed under Para C of the Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') are not applicable to the Company pursuant to Regulation 15(2) of the LODR as the Company is listed on the SME Exchange.

20. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM, WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach to the person mention in the policy and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

The Whistle Blower Policy is displayed on the website of the Company, <https://www.marcloire.com>.

21. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

During the financial year under review,

- i. The Company increased its Authorised share capital from Rs. 2,00,00,000/- (Rupees Two Crore Only) divided into 20,00,000 equity shares of Rs. 10 each, to Rs. 8,00,00,000 (Rupees Eight Crore Only) divided into 80,00,000 Equity shares of Rs. 10 Each on 10/04/2024.
- ii. The Company issue Bonus Equity share of Rs. 4,00,00,000 divided into 40,00,000 fully paid of Rs. 10/- each in the proportion of 4:1 i.e. 4 (Four) new equity shares of Rs. 10/- each for every 1 (One) existing equity share of Rs. 10/- on 06/09/2024.
- iii. The Company converted from a private limited company to a public company limited w.e.f., 16/07/2024.

Further, following changes have been occurred between the end of the financial year to which this financial statements relate and the date of the report

- i. The Company is listed on SME Emerge Platform of BSE dated 7th July 2025. The Company managed to raise Rs. 2100 Lakhs by initial public offer of 21,00,000 equity shares of Rs. 10/- each through its prospectus. Further 21,00,000 Equity Shares of face value of Rs. 10/- each were available under the Offer at Issue Price of Rs. 100/-. The Offer opened for subscription on 30th June 2025 and closed on July 02, 2025

Other than those mentioned above, there were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of the report.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

23. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors, based on the representations received, confirm that –

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. The annual accounts have been prepared on a going concern basis.
5. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

24. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2024-25, the Company entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder.

The details of the related party transactions are set out in the Notes forming part of Financial Statement of the Company.

The Form AOC -2 pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out in the **Annexure -I** to this report.

25. PARTICULARS OF EMPLOYEE UNDER SECTION 197(12):

Details as required under the provisions of section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, inter alia, ratio of remuneration of directors and KMP to median remuneration of employees and percentage increase in the median remuneration are annexed to this Directors' Report as '**Annexure II**'.

Further, a statement containing details of top ten employees in terms of the remuneration drawn and other specified employees as required under the provisions of section 197(12) of the Act read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of this Directors' Report. In terms of the provisions of section 136 of the Act, the report is being sent to the members excluding the aforesaid statement. This statement will be made available by email to members of the Company seeking such information. The members can send an email to It shall also be kept open for inspection by any member at the registered office of the Company during business hours.

26. AUDITORS AND AUDITOR'S REPORT

Statutory Auditor

Pursuant to provisions of Section 139 of the Companies Act 2013 and rules framed there under, The Company at its 10th Annual General Meeting held on 30th September, 2023 had appointed M/s. S P M G & Company, Chartered Accountants (ICAI Firm Registration no. 509249C) as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held in the year 2028.

Auditors Report

During the year under review, no frauds have been occurred or noticed and/or reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time). The Auditors' Report for the Financial Year ended 31st March, 2025 on the financial statements of the Company is a part of this Annual Report. The Statutory Auditors Report, being devoid of any reservation(s), qualification(s), or adverse remark(s), does not call for any further information(s), explanation(s), or comments from the Board under Section 134(3)(f)(i) of the Companies Act, 2013.

Secretarial Auditors and their Report

Pursuant to the provisions of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s M R S & Associates, Company Secretaries (Firm Unique Code S2019DE678300), holding a valid certificate issued by the Peer Review Board (Certificate No. 2517/2022) of the Institute of Companies Secretaries of India (ICSI), was appointed as the secretarial auditor of the Company for the financial year 2024-25. The Secretarial Audit Report in Form MR-3 for the financial year 2024-25 is annexed to this Directors' Report as '**Annexure III**'. The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

During the year under review, the Secretarial Auditors did not report any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

27. REPORTING OF FRAUDS BY AUDITORS

During the Year under review, the Statutory Auditors have not reported under section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which need to be reported in the Board's Report.

28. MAINTENANCE OF COST RECORDS

The maintenance of cost accounts and records as prescribed under Section 148(1) of the Companies Act, 2013 is not applicable to the Company.

29. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return as on 31st March, 2025 shall be placed on our website [https://www. marcloire.com/](https://www.marcloire.com/) in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

30. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's internal control system is commensurate with the activities and functions carried out by the Company.

INTERNAL FINANCIAL CONTROL OVER FINANCIAL REPORTING

During the financial year under review, the company requirement for Internal Financial Control over financial reporting is now applicable to our company following its conversion from a private limited company to a public limited company.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Directors had laid down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

31. RISK MANAGEMENT POLICY

The Board of Directors of the Company has adopted a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk-reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

32. LOANS, GUARANTEES OR INVESTMENTS

The particulars of loan given, investment made, guarantee given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized as per the provisions of Section 186 of the Act are provided in the standalone financial statements. (please refer to note no. 11 of the Standalone financial statements).

33. INFORMATION REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company is doing its best efforts to give high priority to energy conservation by opting for more power efficient replacements. Particulars of Energy Conservation / Technology Absorption and Foreign Exchange earnings and out go as per Section 134(3)(m) of Companies Act, 2013 are given as an **Annexure IV** to this report.

34. DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('PoSH Act') and Rules framed thereunder. All employees (including trainees, apprentices and probationers) of the Company at all its locations are covered in this policy.

Internal Complaints Committee ('ICC') is in place to redress complaints of sexual harassment and the Company has complied with the provisions relating to the constitution of ICC under the PoSH Act.

During the financial year under review, no complaints were filed pertaining to sexual harassment of woman employee in terms of the PoSH Act, the following is the summary of the complaints received and disposed – off during the financial year 2024-25:

No. of complaints received: NIL

No. of complaints disposed of: Not Applicable

No. of complaints pending: Nil

Your Company holds a strong commitment to provide a safe, secure and productive work environment to all its employees. The Company strives to ensure that every employee is informed and compliant with all statutory policies and practices. PoSH awareness and sensitization are an integral part of this process.

35. DISCLOSURE REGARDING COMPLIANCE W.R.T THE MATERNITY BENEFITS ACT 1961

The Company hereby states that it was Compliant with Maternity Benefits Act, 1961 during the Financial Year 2024-25.

36. CORPORATE SOCIAL RESPONSIBILITY:

Your Company's CSR initiatives align with the core purpose afore stated by prioritizing in areas of skilling, education, environment sustainability and health.

The detailed information on CSR initiatives undertaken by your Company during the financial year ended 31 March 2025 is provided in the report on Management Discussion and Analysis, which forms part of this Annual Report. The Annual Report on CSR activities pursuant to the provisions of section 134 and 135 of the Act read with rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and rule 9 of the Companies (Accounts) Rules, 2014 is annexed to this Directors' Report as 'Annexure V'.

37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

No application is made during the Financial Year 2024-25 by or against the Company and there are no proceedings pending under the Insolvency and Bankruptcy Code 2016.

38. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS:

Your company has not made any one time settlement with any of its lenders.

39. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

During the year, your Company has complied with applicable Secretarial Standards i.e. SS-1 and SS-2, relating to “Meetings of the Board of Directors” and “General Meetings”, respectively.

40. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), amount referred under Section 125 (2) shall be credited to Investor Education and Protection Fund. However, there were no such amounts which are covered under the said section 125 read with the applicable rules that needed to be transferred to IEPF.

41. NUMBER OF COMPLAINTS RELATING TO CHILD LABOUR, FORCED LABOUR, INVOLUNTARY LABOUR

No cases of child labour, forced labour, involuntary labour and discriminatory employment were reported in the last financial year.

42. AUDIT COMMITTEE, NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDER RELATIONSHIP COMMITTEE

Audit Committee, Nomination, Remuneration Committee, Internal Complaints Committee (ICC), Stakeholder relationship committee are required to be constituted.

The detail of Audit Committee, Nomination and Remuneration Committee, , Stakeholder relationship committee, Internal Complaints Committee (ICC) and vigil mechanism are on the website of the Company <https://www.marcloire.com/investors>.

43. PREVENTION OF INSIDER TRADING

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”), as amended, your Company has adopted a ‘Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information’(UPSI) to regulate, monitor and report trading by designated persons in listed securities of your Company (“the Code”).

The Code aims at preserving and preventing misuse of UPSI. All Designated Persons of your Company are covered under the Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of your Company. PAN based online tracking mechanism for monitoring of the trade in your Company’s securities by the “Designated Persons” and their relatives is in place to ensure real time detection and taking appropriate action, in case of any non-compliance with the provisions of the Code.

The Board, designated persons and other connected persons have affirmed compliance with the Code.

44. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The management discussion and analysis report for the financial year 2024-25, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented as a separate statement in the annual report. This report offers a consolidated perspective on economic, social, and environmental aspects material to our strategy and our ability to create and sustain value for our stakeholders. It includes reporting requirements as stipulated by Regulation 34(2)(e) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

45. CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

46. ENCLOSURES:

- a. **Annexure – I:** AOC -2.
- b. **Annexure – II:** Particulars of employees;
- c. **Annexure – III:** Secretarial Auditors Report in Form No. MR-3; and
- d. **Annexure – IV:** Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
- e. **Annexure – V:** Report on CSR Activities
- f. **Annexure – VI:** Certificate of non-disqualification of directors

47. APPRECIATION

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, adaptability, integrity and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth.

48. ACKNOWLEDGEMENT:

Your directors wish to place on record their appreciation for the co-operation and support extended by the Share Holders, various authorities, banks, dealers and vendors. The Directors also acknowledge with gratitude the dedicated efforts and valuable contribution made by all the employees of the Company.

For and on behalf of
MARC LOIRE FASHIONS LIMITED

Sd/-
ARVIND KAMBOJ
Managing Director
DIN: 09624208

Sd/-
SHAINA MALHOTRA
Whole time Director
DIN: 06809352

Date: 02/09/2024
Place: Delhi

Annexure I

FORM NO. AOC 2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.
There were no contracts or arrangements or transactions not at Arm's length basis for the Financial Year ended 31st March, 2025.

2. Details of contracts or arrangements or transactions at Arm's length basis.

S.no.	Particulars	Details	Details	Details
a.	Name (s) of the Related Party	Akash Overseas	Daresouls Private Limited	Toobs Fashion Private Limited
b.	Nature of Relationship	Mrs. Shaina Malhotra Whole time Director and Promoter of the Company is also a director	Mr. Arvind Kamboj Managing Director and Promoter of the Company is also a Director and Mr. Atul Malhotra Non-executive Director of the Company is also a Director	Mr. Rachit Choudhary CFO of the Company is also a Director
c.	Nature of Contracts/ Arrangements/ Transaction	Sales of Goods	Sales and Purchase of Goods	Sales and Purchase of Goods
d.	Salient terms of the Contracts or Arrangements or Transaction including the value, if any	N.A	N.A	N.A
e.	Date of approval by the Board	01.04.2024	01.04.2024	01.04.2024
f.	Amount paid as advances, if any	N.A	N.A	N.A

For and on behalf of
MARC LOIRE FASHIONS LIMITED

Sd/-
ARVIND KAMBOJ
Managing Director
DIN: 09624208

Sd/-
SHAINA MALHOTRA
Whole time Director
DIN: 06809352

Date: 02/09/2024

Place: Delhi

Annexure II

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2024-25 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2024-25 are as under:

S.no.	Name	Designation	Percentage increase in the Remuneration for the Financial Year 2024-25 as compared to previous Year remuneration	Ratio of Remuneration of each Director/ to median remuneration of employees
1	Arvind Kamboj	Managing Director	-	9.64
2	Shaina Malhotra	Whole Time Director	-	9.64
3	Rachit Choudhary	CFO	-	7.71
4	Vasant Kuber Soni	CS	-	2.59

Note: Except for Key Managerial Personnel, i.e., the Managing Director, Chief Financial Officer, and Company Secretary, no other directors received any remuneration from the company other than sitting fees for attending board meetings and committee meetings

2. The percentage increase in the median remuneration of employees in the Financial Year: 33%
3. The number of permanent employees on the rolls of company: 22
4. average percentile increase already made in the salaries of employees other than the managerial personnel is -46% in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof is NIL and point out if there are any exceptional circumstances for increase in the managerial remuneration.
5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

6. Information as per Rule 5(2) & 5(3) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Top 10 employees in terms of remuneration drawn during the year:

Sr. no	Name	Designation	Age	Remuneration	Qualification	Experience (in years)	Commencement of Employment (Joining Date)	Last Employment held	% of equity shares held by the employees
1	Anoop	Operations Executive	32	3,58,075.00	Graduate	7 Years	14-01-2018	NA	0.0001%
2	Charanjeet Arora	Operations Head	34	3,00,000.00	Post Graduate	3 Years	01-10-2021	NA	0.0001%
3	Chandan Ray	Operations Executive	38	2,68,609.00	12 th Pass	10 Years	06-04-2015	NA	NIL
4	Asif Raza	Accounts Executive	23	2,59,120.00	Graduate	7 Years	01-01-2023	Park+	NIL
5	Sandeep Kumar	Operations Executive	28	2,41,143.00	Graduate	3 Years	21-02-2022	NA	NIL
6	Nierbhay Singh	Quality Checker	33	2,27,368.00	12 th Pass	6 Years	15-09-2023	NA	NIL
7	Himanshu Sahu	Operations Executive	21	1,82,132.00	Graduate	5 Years	11-06-2024	NA	NIL
8	Shweta Rai	Accounts Executive	27	1,81,555.00	Graduate	3 Years	01-04-2024	Shakya World Trade	NIL
9	Hirok Jyoti Rajbongshi	Sales Promoter	29	1,60,943.00	12 th Pass	5 Years	01-12-2023	NA	NIL
10	Saif Ali	Sales Promoter	30	1,41,567.00	12 th Pass	4 Years	29-04-2024	NA	NIL

- Details of the employees employed throughout the Financial Year and was in receipt of remuneration for the Financial Year 2024-25 which, in the aggregate, was not less than one crore and two lakh rupees –NIL
 - Details of the employees employed for a part of the Financial Year 2024-25 and was in receipt of remuneration for the part of the year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month – NIL
 - Details of the employees employed throughout the Financial Year 2024-25 or part thereof and was in receipt of remuneration during the year which, in the aggregate or at a rate which, in the aggregate, is in excess of that drawn by the Managing Director and holds by himself or along with his spouse and dependent children, not less than two percent of the Equity Shares of the Company – NIL
7. None of the employees of the Company is a relative of any Directors of the Company – NA

8. Details of employees posted outside India and in receipt of a remuneration of Rs. 60 lakhs or more per annum or Rs. 5 lakhs or more per month: NIL

Note:

- i. CTC of the Director and employees is considered to calculate the Ratio of remuneration of Director to the median remuneration of the employees. Remuneration includes basic salary, allowances, contribution towards provident fund, statutory bonus, performance linked variable pay, gratuity etc.
- ii. For calculation of median remuneration, the number of employees as on the end date of the financial year has been taken into consideration.
- iii. Employees mentioned above are neither relative of any director or manager of the Company, nor hold 2% or more of the paid-up equity share capital of the Company as per Clause (iii) of sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- iv. All appointments are permanent and terminable by notice on either side.

For and on behalf of

MARC LOIRE FASHIONS LIMITED

Sd/-

ARVIND KAMBOJ

Managing Director

DIN: 09624208

Sd/-

SHAINA MALHOTRA

Whole time Director

DIN: 06809352

Date: 02/09/2024

Place: Delhi

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2025**

To,
The Members,
MARC LOIRE FASHIONS LIMITED
Plot No 426/1 First Floor Rani Khera Road,
Village Mundaka, West Delhi, Delhi, India, 110041

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MARC LOIRE FASHIONS LIMITED (CIN: U18202DL2014PLC266184)** (hereinafter called the Company). Secretarial Audit 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 our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period ended on 31st March, 2025 ("Audit Period") complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereunder:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

5. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the audit period)**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(Not applicable to the Company during the audit period)**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the audit period)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2014; **(not applicable to the company during the review period)**
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the audit period)**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **(Not applicable to the Company during the audit period)**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)**
 - i. h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**
6. Following are the other acts applicable on the Company:
- a. Maternity Benefit Act, 1961 and rules framed thereunder;
 - b. Employee' Provident Fund Act and Miscellaneous Provisions Act, 1952 and rules framed thereunder;
 - c. The Payment of Gratuity Act, 1972 and rules framed thereunder;
 - d. Payment of Bonus Act, 1965 and rules framed thereunder;
 - e. Payment of Wages Act, 1936 and rules framed thereunder;
 - f. Minimum Wages Act, 1938 and rules framed thereunder;
 - g. Environment Protection Act, 1986;
 - h. The Legal Metrology Act, 2009;
 - i. Consumer Protection Act, 2019
 - j. Factories Act, 1948 and rules framed thereunder

The Company has further confirmed that during the Audit Period they have not contravened any of the provisions of the above specific laws and had obtained all the requisites registrations, permits and licenses.

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove and there is adequate compliance management system for the purpose of other laws. I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other laws and regulations applicable to the Company.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Changes in the Board of Directors during the year are as under:

Name of Directors/ KMP	Designation	DIN	Date of Appointment / Resignation	Appointment/ Resignation/ Change in Designation
Atul Malhotra	Director (Non-Executive Director)	07814724	10/04/2024	Appointment
Vasant Kuber Soni	Company Secretary and Compliance officer	--	26/08/2024	Appointment
Rachit Choudhary	CFO	--	26/08/2024	Appointment
Arvind Kamboj	Chairman & Managing Director	09624208	28/08/2024	Change in Designation
Shaina Malhotra	WTD	06809352	28/08/2024	Change in Director
Saurabh Shashwat	Independent Director	10074130	28/08/2024	Appointment
Rojina Thapa	Independent Director	10362834	28/08/2024	Appointment

Adequate notice is given to all directors to hold the Board Meetings and committee meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions of the Board and Committees thereof were carried through with requisite majority. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I Further report that, based on the information provided and the representation made by the Company, except to the extent stated above, there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review, the company has not undertaken any specific events/actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except the follow:

1. Increase in the Authorised Share Capital of the Company and consequential amendment to the MOA of the Company

The Company passed an Ordinary resolution at its Extra Ordinary General Meeting held on 10th April 2024, to increase its Authorised Share Capital from Rs. 2,00,00,000/- divided into 20,00,000 equity shares of Rs. 10 each to Rs. 8,00,00,000/- divided into 80,00,000 equity shares of Rs. 10 each.

2. Allotment of Bonus shares

The Company passed an Ordinary resolution at its Extra Ordinary General Meeting held on 28th August, 2024 to approve the issue of Bonue Share. The Board passed the resolution in the Board meeting held on 6th September, 2024, to capitalize the reserve of Rs. 4,00,00,000/- by way of allotment of 40,00,000 fully paid equity shares of Rs. 10/- each as Bonus shares.

3. Conversion from Private Limited company to Public Limited Company and subsequently alteration of Memorandum of Association and Articles of Association of the Company

The Board of Directors of the Company at their meeting held on 15th April, 2024, has passed resolutions approving the conversion of Private Limited Company into a Public Limited Company, Adoption of New Set of Memorandum of Association and Adoption of New Set of Articles of Association.

Further, the Company passed a Special resolution at its Extra Ordinary General Meeting held on 19th April, 2024, to convert from Private Limited Company to Public Limited Company and subsequently alteration of Memorandum of Association and Articles of Association of the Company.

The name of the Company has been changed from “Marc Loire Fashions Private Limited” to “Marc Loire Fashions Limited” with effect from 16th July 2024.

Further, the Company has passed Special Resolutions at the Extra Ordinary General Meeting of members of the Company held on 28th August, 2024 for approving the limits under Section 180(1)(c) and Section 186 of the Companies Act, 2013.

Further, the Company has passed Special Resolutions at the Extra Ordinary General Meeting of members of the Company held on 11th November, 2024 for approving the Initial Public Offering of equity shares.

4. Listing on the SME Platform of BSE pursuant to IPO:

As Initial Public Offer (‘IPO’) of the equity shares of the Company was undertaken in July 2025 and the Board of Directors at their meeting held on 3rd July 2025 allotted 2100000 equity shares of Rs. 10 each at a premium of Rs. 90 per share amounting to Rs. 21,00,00,000/-. Pursuant to the same, the Company received listing approval from BSE on 7th July 2025 and the equity share of the company were listed and admitted to dealings on the BSE with effect from 7th July 2025.

I further report that my Audit was subjected only to verify the adequacy of systems and procedures that are in place for ensuring proper compliances on the part of the company and I am not responsible for any lapses in those compliances on the part of the company.

Date: 28/08/2025
Place: New Delhi

For **M R S & Associates**
Practicing Company Secretaries
Firm Unique Code S2019DE678300
Peer Review Certificate no. 2517/2022

Sd/-
CS Mohit
Proprietor
FCS No.: 12708
C.P No.: 21941
UDIN: F012708G001101389

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

Annexure A

To,
The Members,
MARC LOIRE FASHIONS LIMITED
Plot No 426/1 First Floor Rani Khera Road,
Village Mundaka, West Delhi, Delhi, India, 110041

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit. The list of documents for the purpose, as seen by me, is listed in Annexure B.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. My Audit examination is restricted only up to legal compliances of the applicable laws to be done by the company. I have not checked the practical aspects relating to the same.
4. Whenever audit has required my examination of books and records maintained by the Company, I have also relied upon electronic versions of such books and records, as provided to me through online communication. Considering the effectiveness of information technology tools in the audit processes, I have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, I have followed the guidance as issued by the institute.
5. I have not verified the correctness and appropriateness of financial records and books of accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the company under the specified laws, though I have relied to a certain extent on the information furnished in such return.
6. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
7. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management and my examination was limited to the verification of procedures on test basis.
8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or

material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

9. The contents of this Report have to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
10. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date: 28/08/2025

Place: New Delhi

For **M R S & Associates**
Practicing Company Secretaries
Firm Unique Code S2019DE678300
Peer Review Certificate no. 2517/2022

Sd/-
CS Mohit
Proprietor
FCS No.: 12708
C.P No.: 21941
UDIN:
F012708G001101389

ANNEXURE B

LIST OF DOCUMENTS

1. Memorandum & Articles of Association of the Company
2. Minutes of the meetings of the Board of Directors held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Companies Act and rules made there under
5. Agenda papers for Board and Committee Meeting along with notice on a sample basis;
6. Proof of circulation of draft and signed minutes of the Board and Committee meetings on a sample basis;
7. Annual Report for financial year 2023-24 and standalone financial statements for financial year 2024-25.
8. Directors' disclosures under the Act and rules made thereunder;
9. Forms filed with ROC, intimations made to stock exchanges;
10. Policies/Codes framed under SEBI regulations;
11. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Annexure IV

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN
EXCHANGE EARNINGS AND OUTGO**

[Pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of
The Companies (Accounts) Rules, 2014] (As on 31.03.2025)

(A) CONSERVATION OF ENERGY

a) The steps taken or impact on conservation of energy	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
b) The steps taken by the company for utilizing alternate	None
c) The capital investment on energy conservation equipment's	NIL

(B) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

a) The efforts made towards technology absorption	The Company has not absorbed any technology from any source.
b) The benefits derived like product improvement, cost reduction, product development or import substitution	Not Applicable
c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (i) the details of technology imported; (ii) the year of import; (iii) whether the technology been fully absorbed; (iv) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	Not Applicable

d) The expenditure incurred on Research and Development	Not Applicable
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(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange earned in terms of actual inflows during the year	NIL
Foreign Exchange outgo during the year in terms of actual outflows	NIL

For and on behalf of
MARC LOIRE FASHIONS LIMITED

Sd/-
ARVIND KAMBOJ
Managing Director
DIN: 09624208

Sd/-
SHAINA MALHOTRA
Whole time Director
DIN: 06809352

Date: 02/09/2024
Place: Delhi

Annexure V

Annual Report on Corporate Social Responsibility for FY 2024-25

[Pursuant to clause (o) of sub-section (3) of section 134 of the act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline on CSR policy of the Company

A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken.

For Marc Loire Fashions Limited (hereinafter referred as "Company") Corporate Social Responsibility (CSR) is the responsibility of the organization that goes beyond its legal obligations and integrates social, environmental and ethical concerns into Company's business process. In pursuance of its Corporate Social Responsibility obligations, the Company has made the contribution towards education.

2. The Composition of the CSR Committee as on 31.03.2025

S. No	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Not Applicable			

Note: Pursuant to section 135(9), where the amount to be spent by a company under sub-section (5) does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of such company. Hence the Company do not form CSR Committee.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company – www.marcloire.com
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).- Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

1.	Imparting Education	Education	No	Haryana	Gurgaon	4,50,000	Yes	Mangalam Edu Gate	CSR00016282
					Total	4,50,000			

(d) Amount spent in Administrative Overheads- NIL

(e) Amount spent on Impact Assessment, if applicable- Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)- Rs. 4,50,000/-

(g) Excess amount for set off, if any-

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	4,48,256/-
(ii)	Total amount spent for the Financial Year	4,50,000/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1744/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1744/-

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the Financial Year (in Rs.).	Amount transferred to a fund as specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs)	Date of transfer		
(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Not Applicable								

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year.	Status of the project-Completed /Ongoing
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10. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes ☐ No ☒ ☐

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR Spent for creation or acquisition of capital asset.	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if any	Name	Registered Address
Not Applicable							

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable

For and on behalf of
MARC LOIRE FASHIONS LIMITED

Sd/-
ARVIND KAMBOJ
Managing Director
DIN: 09624208

Sd/-
SHAINA MALHOTRA
Whole time Director
DIN: 06809352

Date: 02/09/2024
Place: Delhi

Annexure VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of SEBI (LODR) Regulations, 2015 / Section 164(2) of the Companies Act, 2013]

To,
The Members of
Marc Loire Fashions Limited
Plot No 426/1 First Floor Rani Khera
Village Mundaka, West Delhi, Delhi- 110041

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Marc Loire Fashions Limited having CIN U18202DL2014PLC266184 and having registered office at Plot No 426/1 First Floor Rani Khera Village Mundaka, West Delhi, Delhi-110041, produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI (LODR) Regulations, 2015 / provisions of Section 164(2) of the Companies Act, 2013.

On the basis of the relevant documents and representations made by the Directors, I hereby certify that:

As on **31st March 2025**, the Directors of the Company have **not been disqualified** under the provisions of Section 164(2) of the Companies Act, 2013 from being appointed or continuing as Directors of the Company.

LIST OF DIRECTORS AS ON 31ST OF MARCH,2025

S. NO	DIN NO	Name Of Director	Designation	Category
1.	09624208	Arvind Kamboj	Managing Director	Promoter
2.	06809352	Shaina Malhotra	Whole-time director	Promoter
3.	07814724	Atul Malhotra	Director	Promoter
4.	10074130	Saurabh Shashwat	Director	Independent
5.	10362834	Rojina Thapa	Director	Independent

This Certificate is issued pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Companies Act, 2013, and is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M R S & Associates**
Company Secretaries

Sd/-
Mohit
Proprietor

FCS No.: 12708
UDIN: F012708G001103655

Place: Delhi
Date: 28/08/2025



INDEPENDENT AUDITORS REPORT

To,

THE MEMBERS OF

MARC LOIRE FASHIONS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying financial statements of MARC LOIRE FASHIONS LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2025, and the Statement of Profit and Loss and the statement of cash flows for the year ended on that date and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, ("AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its financial performance for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules



thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and Auditor's report thereon

The Company's board of directors and management is responsible for the preparation of other information. The other information comprises the information included in the management Discussion and analysis, Board's report including annexure to Board's report and information obtained at the date of this auditor's report, but does not include the financial statements and our auditor's report thereon.

Our Opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In Connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the



preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The boards of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. But not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or



conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

1. As required by Section 143(3) of the Act, we report that:



- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The balance sheet, the statement of profit and loss and the Statement of Cash Flow dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the AS prescribed under Section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021;
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no liability to transfer any amount, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies),



including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material mis-statement.

- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
- vi. Based on our examination, the company has used an accounting software for maintaining of its books of account for the year ended 31st march 2025 which has a feature of recording audit trail (edit log) facility in terms of the Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 and the feature of recording audit trail (edit log) facility was operational throughout the year. Based on our examination, we report that during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- vii. With respect to the matter to be included in the auditor's Report under Section 197 of the Act, we report that the remuneration paid by the Company to its directors during the year is in accordance with the provision of Section 197 of the Act.



For S P M G and Company
(Chartered Accountants)
FRN: 509249C

Shilpi



CA Shilpi Jain
(Partner)

M. NO.: - 531054

UDIN : 25531054BMZWFI4017

PLACE : DELHI

DATE : 20.05.2025

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of MARC LOIRE FASHIONS LIMITED of dated 20.05.2025)

On the basis of the information and explanation given to us during the course of our audit, we report that:

- a. a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of all fixed assets.
- (B) The company has maintained proper records showing full particulars of intangible assets.
- b) Pursuant to the company's programme of verifying fixed assets in a phased manner, physical verification of fixed assets was conducted during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us, the company does not have any immovable property in its name as fixed assets.
- d) The company has not revalued its Property, Plant, and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
- e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- (ii) a) In the opinion, physical verification of inventory has been conducted at reasonable intervals by the management and the coverage and procedure of such verification by the management are appropriate. No material discrepancies were noticed on such verification.
- b) The company has not been sanctioned a working capital limit in current financial year exceeding five crore rupees, thus the provisions of Clause (ii)(b) of paragraph 3 of the order are not applicable to the company.
- (iii) In our opinion and based on the information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships, or other parties covered in the register maintained under section 189 of the



Companies Act 2013. Accordingly, the provisions of clause 3 (iii) (a), (b) and(c) of the Order are not applicable to the Company.

- (iv) According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.
- (v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013 therefore reporting under this clause is not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act as the company is engaged in the trading of goods. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been generally regular in depositing statutory dues as applicable, with the appropriate authorities. There are no statutory dues that are outstanding as of March 31, 2025, for a period of more than six months.
b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company.
- (viii) In our opinion and according to the information and explanations given to us, there is no transaction which is not recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans obtained from the financial institution/banks.
b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.
c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.
d) In our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis which have been utilised for long-term purposes.
e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.



f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- (x) (a) According to the information and explanations given to us, on an overall basis, the company has not raised any money by way of initial public offer or further public offer including debt instruments.
(b) According to the information and explanations given to us based on our examination of the record of the company, the Company has not made any Preferential Allotment or Private Placement of Shares or fully or Partly Convertible Debentures during the Year.
- (xi) a) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
b) During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
c) As auditors, we did not receive any whistle-blower complaints during the year.
- (xii) Since the company is not a Nidhi company, therefore this clause is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of The Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, the provisions of Clause (xiv) of paragraph 3 of the order are not applicable to the Company.
- (xv) According to the information and explanations given to us based on our examination of the record of the company, the company has not entered into any noncash transactions with directors or persons connected with him. Therefore the provisions of clause 3(xv) of the order are not applicable.
- (xvi) a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
(d) As per the information and explanations received, the group does not have any CIC as part of the group.



- (xvii) The company has not incurred cash loss in current financial year as well in immediately preceding financial year.
- (xviii) There is no resignation of previous statutory auditor for the year.
- (xix) On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) According to the information and explanations given to us and on the basis of our examination of the records, there are no amounts unspent in respect of corporate social responsibility towards ongoing or other than ongoing projects and hence reporting under clause 3(xx) (a) and (b) of the Order is not applicable to the Company
- (xxi) The company has not made investments in the subsidiary company. Therefore, the company does not require to prepare a consolidated financial statement. Therefore, the provisions of Clause (xxi) of paragraph 3 of the order are not applicable to the Company.

For SPMG and Company
(Chartered Accountants)

FRN: 509249C



CA Shilpi Jain
(Partner)



M. NO. - 531054

UDIN: - 25531054BMZWFI4017

PLACE : DELHI

DATE : 20.05.2025

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 1 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of MARC LOIRE FASHIONS LIMITED of dated 20.05.2025)

Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **MARC LOIRE FASHIONS LIMITED** ("the Company") as at March 31, 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on



the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans obtained from the financial institution/banks.

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls over financial reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and according to the information and explanations given to us, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of



Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SPMG and Company
(Chartered Accountants)

FRN: 509249C



CA Shilpi Jain

(Partner)



M. NO. - 531054

UDIN: - 25531054BMZWF14017

PLACE : DELHI

DATE : 20.05.2025

MARC LOIRE FASHIONS LIMITED**CIN - U18202DL2014PLC266184****Balance Sheet as at 31st March 2025**

(All amounts are in hundred unless otherwise stated)

Particulars	Note No.	As at 31st Mar 2025	As at 31st March 2024
I EQUITY AND LIABILITIES			
1. Shareholders' Funds			
a. Share Capital	3	5,00,000	1,00,000
b. Reserves and Surplus	4	5,74,950	5,04,415
2. Non-Current Liabilities			
a. Long - term provisions	5	4,699	3,740
3. Current Liabilities			
a. Short-term borrowings	6	2,528	1,47,737
b. Trade payables	7		
-total outstanding dues of micro and small enterprises		56,297	25,185
-total outstanding dues of creditors other than micro and small enterprises		9,07,634	7,55,589
c. Other current liabilities	8	9,543	19,592
d. Short - term provisions	9	1,67,943	1,45,031
		22,23,594	17,01,289
II ASSETS			
1. Non-current assets			
a. Property, Plant & Equipments and Intangible assets			
(i) Tangible Assets	10	3,060	4,805
(ii) Intangible Assets		-	-
b. Non Current Investment	11	1,15,946	1,15,946
c. Deferred tax assets (net)	12	1,181	732
e. Other Non Current Assets	13	3,460	3,460
2. Current Assets			
a. Current Investments	14	-	-
b. Inventories	15	9,73,787	7,32,206
c. Trade Receivables	16	9,32,785	4,71,209
d. Cash and Bank Balance	17	1,17,480	1,97,253
e. Other Current Assets	18	75,895	1,75,678
		22,23,594	17,01,289
See accompanying notes forming part of the financial statements	1 to 45		

For S P M G AND COMPANY

Chartered Accountants

Firm Regn. No. - 509249C

(Shilpi Jain)

PARTNER

M.No.- 531054

UDIN : 25531054BMZWFI4017

Place : Delhi

Date: 20.05.2025

For and on behalf of the Board of Directors

(SHAINA MALHOTRA)
Whole Time Director
DIN : 06809352(Rachit Choudhary)
Chief Financial Officer(ARVIND KAMBOJ)
Managing Director
DIN : 09624208(Vasant Kuber Soni)
Company Secretary

M.No: 66674

MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

Statement of Profit & Loss for the Year ended on 31st Mar. 2025

(All amounts are in hundred unless otherwise stated)

Particulars		Note No.	As at 31st Mar 2025	As at 31st March 2024
I	Revenue from Operations	19	42,25,739	40,20,303
II	Other Income	20	20,678	20,314
III	Total Revenue (I + II)		42,46,417	40,40,617
IV	EXPENSES			
	Purchases of Stock-in-Trade	21	21,67,182	25,92,633
	Change in Inventories of FG, WIP and Stock in Trade	22	(2,41,581)	(6,04,747)
	Employee Benefits Expenses	23	71,743	1,13,527
	Finance Cost	24	16,207	3,547
	Depreciation and Amortization Expense	25	2,314	3,301
	Other Expenses	26	15,95,425	13,81,829
	Total Expenses		36,11,289	34,90,089
V	Profit before exceptional and extraordinary items and tax (III- IV)		6,35,128	5,50,527
VI	Exceptional items		-	-
VII	Profit before extraordinary items and tax (V - VI)		6,35,128	5,50,527
VIII	Extraordinary items		-	-
IX	Profit before tax (VII - VIII)		6,35,128	5,50,527
X	Tax Expense			
	a. Current Tax (Net of Mat)		1,65,041	1,42,467
	b. MAT credit		-	-
	c. Deffered Tax	27	(449)	(241)
			1,64,592	1,42,226
XI	Profit (Loss) for the period from continuing operations		4,70,535	4,08,301
XII	Profit/(loss) from discontinuing operations		11.13%	10.16%
XIII	Tax expense of discontinuing operations			
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
XV	Profit/ (Loss) after tax (XI + XIV)			
XVI	Earning per equity share of Rs. 10/- each			
	a. Basic		0.09	0.41
	b. Diluted		0.09	0.41
See accompanying notes forming part of the financial statements		1 to 45		

For S P M G AND COMPANY

Chartered Accountants

Firm Regn. No. 509249C




(Shilpi Jain)

PARTNER

M.No.- 531054

UDIN : 25531054BMZWFI4017

Place : Delhi

Date: 20.05.2025



For and on behalf of the Board of Directors




(SHAINA MALHOTRA)



Whole Time Director

DIN : 06809352

(Rachit Choudhary)

Chief Financial Officer

(ARVIND KAMBOJ)

Managing Director

DIN : 09624208




(Vasant Kuber Soni)

Company Secretary

M.No: 66674

MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

Cash Flow Statement for the period ended 31st March 2025

(All amounts are in hundred unless otherwise stated)

Particulars	As at 31 Mar, 2025		As at 31 March, 2024	
		₹		₹
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		6,35,127.79		5,50,527.18
<u>Adjustments for:</u>				
Depreciation and amortisation	2,313.55		3,300.54	
Finance costs	16,206.97		3,546.97	
Net (gain) / loss on sale of investments	-		-	
Interest Income	(20,677.73)		(20,313.61)	
Net unrealised exchange (gain) / loss		(2,157.21)		(13,466.11)
Oper. profit / (loss) before working capital changes		6,32,970.58		5,37,061.08
<u>Changes in working capital:</u>				
Adj for (increase) / decrease in operating assets:				
Inventories	(2,41,580.81)		(6,04,746.83)	
Trade receivables	(4,61,576.06)		2,65,610.17	
Short-term loans and advances	-		11,446.70	
Long-term loans and advances	-		-	
Other current assets	99,782.52		(85,526.17)	
Other non-current assets	(448.92)		(641.05)	
Adj for increase / (decrease) in operating liabilities:				
Trade payables	1,83,156.78		(2,85,657.64)	
Other current liabilities	(10,049.34)		15,829.68	
Other long-term liabilities	-		-	
Short-term provisions	22,911.35		1,19,204.87	
Long-term provisions	959.14	(4,06,845.34)	-	(5,64,480.27)
Cash flow from extraordinary items		2,26,125.24		(27,419.20)
Cash generated from operations		2,26,125.24		(27,419.20)
Income tax Expenses		(1,64,592.30)		(1,42,225.82)
Net cash flow from/(used in)operating activities (A)		61,532.95		(1,69,645.01)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(567.78)		(2,953.99)	
Interest Exp. Capitalised				
Interest received	20,677.73		20,313.61	
Current Investment	-		1,25,000.00	
Non Current Investment			(1,15,946.31)	
Proceeds from sale of fixed assets		20,109.96		26,413.31
Cash flow from extraordinary items (subsidy)		-		-
Net income tax (paid) / refunds		20,109.96		26,413.31
Net cash flow from/(used in investing activities(B)		20,109.96		26,413.31



Cash Flow Statement for the year ended 31st March 2025 (Contd.)

Particulars	As at 31 March, 2025		As at 31 March, 2024	
	₹		₹	
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-		-	
Repayment of long-term borrowings	-		-	
Repayment of other short-term borrowings	(1,45,208.61)		1,47,737.11	
Finance cost	(16,206.97)		(3,546.97)	
Tax on dividend		(1,61,415.58)		1,44,190.14
Cash flow from extraordinary items				
Net cash flow from/(used in) financing activities(C)		(1,61,415.58)		1,44,190.14
Net inc./ (dec.) in Cash and cash equ. (A+B+C)		(79,772.68)		958.44
Cash and cash equivalents at the beginning of the year		1,97,252.86		1,96,294.43
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year		1,17,480.18		1,97,252.87
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equ. as per Bal. Sheet		1,17,480.19		1,97,252.86
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements (give details)				
Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 19		1,17,480.19		1,97,252.86
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current inv.)				
Cash and cash equ. at the end of the year *		1,17,480.19		1,97,252.86
* Comprises:				
(a) Cash on hand		59,731		59,925
(b) Cheques, drafts on hand		-		-
(c) Balances with banks				
(i) In current accounts		749		80,328
(ii) In EEFC accounts		-		-
(iii) In deposit accounts (Fixed Deposit)		57,000		57,000
		1,17,480.19		1,97,252.86

Notes:

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.

See accompanying notes forming part of the financial statements

For S P M G AND COMPANY

Chartered Accountants

Firm Regn. No. - 509249C

(Shilpi Jain)
PARTNER
M.No.- 531054
UDIN : 25531054BMZWFI4017

Place : Delhi

Date: 20.05.2025

For and on behalf of the Board of Directors

(SHAINA MALHOTRA)
Whole Time Director
DIN : 06809352

(ARVIND KAMBOJ)
DIRECTOR
DIN : 09624208

(Rachit Choudhary)
Chief Financial Officer

(Vasant Kumar Soni)
Company Secretary
M.No: 66674

CIN - U18202DL2014PLC266184

(All amounts are in hundred unless otherwise stated)



MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

4.2	Surplus (Statement of Profit & Loss)	As at 31th Mar, 2025	As at 31st March, 2024
	Opening balance	5,04,415	1,01,884
	Add : Profit During the Year	4,70,535	4,08,301
	Less : Last year provision adjustment	-	5,771
	Less : Issue of Bonus shares out of Reserve & Surplus	4,00,000	
	Closing balance	5,74,950	5,04,415
	Total	5,74,950	5,04,415
5	Long Term Provisions		
5.1	Provision for Gratuity	4,699	-
5.2	Prior Period Provision for Gratuity	-	3,740
	Total	4,699	3,740
6	Short Term Borrowings		
6.1	CC & OD Limits from Banks		
	- Canara Bank OD (New)	2,440	85,778
	- Bajaj Finance Ltd (OD)	79	35,523
	- Idfc First Bank	18	-
	- Kotak Mahindra Bank (OD)	(9)	437
	- Tata Capital (OD)	-	26,000
6.2	Loans and advances from related parties	-	-
	Total	2,528	1,47,737
Terms and Conditions of repayment			
6.1.1	Name of Financial	Canara Bank Limited	
	facility	Working capital limit	
	Amount	1.95 Crore	
	Rate of Interest	RLLR + 2.40% ie 11.55%	
		RLLR Being revised to 9.15% w.e.f 15.03.2025 and RLLR shall be reset at least once in three months. Transition in RLLR will be passed with effect from the date of reset	
	Description of security	Working capital	1). Hypothecation Book Debts
			2). Hypothecation of Stock
		Others	Fixed Deposit of Rs. 50 Lakhs created on 15.03.2025
		Personal guarantee of Directors Shaina Malhotra and Arvind Kamboj	
6.1.2	Name of Financial	Bajaj Finance Limited	
	facility	Monthly Dropline Overdraft	
	Amount	35 Lakhs	
	Rate of Interest	16%	
	Repayment Tenure	36 months	
6.1.3	Name of Financial	Kotak Mahindra Bank Limited	
	facility	Flexi Overdraft (The Overdraft limit shall reduce by 2.80% i.e 98,000 on/by 5th of every month)	
	Amount	35 Lakhs	
	Rate of Interest	14.75% P.a.	
	Repayment Tenure	36 months	
	Security	Personal Guarantee of Directors Shaina Malhotra and Arvind Kamboj	
6.1.4	Name of Financial	Tata Capital Limited	
	facility	Monthly Dropline Overdraft	
	Amount	40 lakhs	
	Repayment Tenure	36 months	
	Rate of Interest	15.75%	
7	Trade Payables		
7.1	Due to Micro and Small enterprises	1,459	10,402
7.2	Due to Others	9,62,471	7,70,372
	Total	9,63,931	7,80,774



MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

Trade payable ageing schedule

Outstanding for following periods from due date of payment (April 2024 - March 2025)

S. No	Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
6.1	MSME	-	-	56,297	-	-	-	56,297
6.2	Others	-	-	8,75,853	6,483	-	25,298	9,07,634
6.3	Disputed dues-MSME	-	-	-	-	-	-	-
6.4	Disputed dues-Other	-	-	-	-	-	-	-
	Total	-	-	9,32,150	6,483	-	25,298	9,63,931

Trade payable ageing schedule

Outstanding for following periods from due date of payment (April 2023- March 2024)

S. No	Particulars	Not due	Unbilled amount	< 1 year	1-2 years	2-3 years	> 3 years	Total
6.1	MSME	-	-	25,185	-	-	-	25,185
6.2	Others	-	-	6,41,266	11,604	1,02,718	-	7,55,589
6.3	Disputed dues-MSME	-	-	-	-	-	-	-
6.4	Disputed dues-Other	-	-	-	-	-	-	-
	Total	-	-	6,66,452	11,604	1,02,718	-	7,80,774

8	Other Current Liabilities							
8.1	Statutory Liabilities					4,186	13,413	
8.2	Expenses Payable					5,356	6,179	
	Total					9,543	19,592	
9	Short Term Provisions							
9.1	Provision for Current Tax					1,65,041	1,42,467	
9.2	Provision for Gratuity					2,901	2,565	
9.3	Provision for Previous year Tax					-	-	
	Total					1,67,943	1,45,031	
11	Non Current Investment							
11.1	Investment in Quoted Share Edelweiss Financial Services Limited					1	1	
11.2	Investment in Quoted Debentures Non-Convertible Debentures (Edelweiss Financial Services Ltd 9.20% Monthly 20-01-2026)					1,15,946	1,15,946	
	Total					1,15,946	1,15,946	
13	Other Non Current assets							
	Security Deposits					3,460	3,460	
	Total					3,460	3,460	
14	Current Investments							
	Total					-	-	
15	Inventories							
	Finished Goods					9,73,787	7,32,206	
	Total					9,73,787	7,32,206	
16	Trade Receivables							
	<u>Unsecured, considered good</u>							
	-with related parties					9,32,785	4,71,209	
	-with others					-	-	
	Total					9,32,785	4,71,209	



MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

Outstanding for following periods from due date of payment (April 2024- March 2025)

S. No	Particulars	Not due	Unbilled amount	< 6 months	6month-1 years	1-2 years	2-3 years	> 3 years	Total
	Undisputed Trade Receivables –	-	-	9,32,785	-	-	-	-	9,32,785
	Undisputed Trade Receivables –	-	-	-	-	-	-	-	-
	Disputed Trade Receivables – considered	-	-	-	-	-	-	-	-
	Disputed Trade Receivables – considered	-	-	-	-	-	-	-	-
	Total	-	-	9,32,785	-	-	-	-	9,32,785

Outstanding for following periods from due date of payment (April 2023- March 2024)

S. No	Particulars	Not due	Unbilled amount	< 6 months	6month-1 years	1-2 years	2-3 years	> 3 years	Total
	Undisputed Trade Receivables –	-	-	4,71,209	-	-	-	-	4,71,209
	Undisputed Trade Receivables –	-	-	-	-	-	-	-	-
	Disputed Trade Receivables – considered	-	-	-	-	-	-	-	-
	Disputed Trade Receivables – considered	-	-	-	-	-	-	-	-
	Total	-	-	4,71,209	-	-	-	-	4,71,209

17	Cash and cash equivalents								
17.1	Balances with Banks								
	- Canara Bank				3	77,341			
	- Bank of Baroda				3	2,244			
	- HDFC Bank				744	744			
17.2	Cash on hand				59,731	59,925			
17.3	Fixed Deposit				57,000	57,000			
	:- Rs. 7,00,000 for a period of 12 months								
	:- Rs. 50,00,000 as collateral for working capital limit from Canara Bank Limited								
	Total				1,17,480	1,97,253			
18	Other Current Assets								
18.1	Advance Tax & TDS				71,956	1,74,168			
18.2	Interest Accrued				3,172	283			
18.3	Nuvama Wealth and Investment Limited				587	1,227			
18.4	Prepaid Expenses				150	-			
18.5	Security Deposit (Bar Codes)				30	-			
	Total				75,895	1,75,678			



MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

Notes Forming Part of the Financial Statements as at 31st Mar 2025

(All amounts are in hundred unless otherwise stated)

Note No.	Particulars	As at 31th Mar 2025	As at 31st March 2024
19	Revenue from Operations		
19.1	Sale : Delhi	38,87,012	41,22,515
	Sale : Karnataka	3,47,838	2,27,195
	Sale : Haryana	9,04,293	2,88,791
	Sale : Maharashtra	3,19,960	2,34,990
	Sale : Telangana	1,09,153	36,591
	Sale : Gujarat	1,21,219	52,720
	Sale : West Bengal	1,07,170	88,562
	Sale : Tamil Nadu	1,78,813	34,615
	Sale : Bihar	96	-
	Gross Sale	59,75,553	50,85,979
	Less: Branch Transfer	17,49,814	10,65,676
	Total	42,25,739	40,20,303
20	Other Income		
20.1	Excess Provision Reversed	-	614
20.2	Interest on Debentures	11,384.12	12,450
20.3	Interest on FD	3,242.25	470
20.4	Income from F&O Trading	6,051.35	6,106
20.5	Miscellaneous Income	0	127
20.6	Prior Period Income from F&O	-	546
	Total	20,678	20,314
21	Purchases of Stock-in-Trade		
	Traded Goods	39,16,996	36,58,309
	Less: Branch Transfer	17,49,814	10,65,676
	Total	21,67,182	25,92,633
22	Changes in inventories of Finished Goods, Work in Progress and Stock in trade		
	<u>Inventories at the end of the year</u>		
	i.) Finished goods	9,73,787	7,32,206
	ii.) Work in progress	-	-
	Sub Total (A)	9,73,787	7,32,206
	<u>Inventories at the beginning of the year</u>		
	i.) Finished goods	7,32,206	1,27,459
	ii.) Work in progress	-	-
	Sub Total (B)	7,32,206	1,27,459
	Net Increase / (Decrease) (A - B)	(2,41,581)	(6,04,747)
23	Employee Benefit Expenses		
23.1	Salary & Wages	53,319	99,787
23.2	Director's Salary	12,000	12,000
23.3	EPF Employer Contribution	3,942	910
23.4	ESI Employer Contribution	1,186	295
23.5	Gratuity Provisions	1,296	534
	Total	71,743	1,13,527
24	Finance Costs		
24.1	Interest on OD Acc	13,162	301
24.2	Loan Processing Charges	3,045	3,246
	Total	16,207	3,547
25	Depreciation and Amortization Expense		
	Depreciation	2,314	3,301
	Amortization	-	-
	Total	2,314	3,301



Shaina



MARC LOIRE FASHIONS LIMITED

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26	Other Expenses		
	<u>Direct Expense</u>		
	Brochures	-	240
	Carton/ Boxes	60,182	81,221
	Fabric for Apparaels	180	1,843
	Tags	3,500	4,578
	Wages	228	-
	Other Consumables	172	-
	Rexine	1,063	1,281
	<u>Indirect Expenses</u>		
	Administration Charge	329	76
	Advertisement Expense	550	409
	Audit Fee	1,500	1,050
	Bank Charges	463	302
	Barcode expenses	523	128
	BIS Expense	1,160	-
	Biometric Software Renewal	-	45
	Charges for Demat Account	2,715	3,067
	Commission Expenses	10,88,614	5,98,457
	CSR Expense	4,500	-
	Discount	2,76,614	5,15,485
	Electricity expenses	2,945	4,073
	Employee Recruitment Services	-	199
	Financial & Related Services	328	377
	Finishing Material	16,526	19,875
	Freight Expenses	261	262
	GST Payment Against Notice	-	23,042
	Interest on GST	-	4,269
	Interest on Income Tax	8,770	-
	Interest to MSME Vendors	3,446	8,770
	Interest on TDS	2,131	1,460
	Interior Decor Services	400	-
	Internet Expenses	315	330
	Loss on Sale of NCD	-	63
	Marketing Expenses	23,416	9,844
	Misc Expenses	35	7
	Office Expenses	184	407
	Packing Expenses	13,073	17,499
	Payment Gateway Charges	76	126
	Photoshoot Expense	834	2,190
	Prior Period Demat Charges	-	81
	Professional fee	13,210	8,511
	Provision for Diminution in value of Investment	-	7,794
	Rent	24,941	28,425
	Repair and Maintenance	408	1,243
	Review Expenses	298	1,173
	ROC Fee	5,524	23
	Round off	(2)	2
	Security Consulting Services	1,920	1,679
	Software Expenses	325	594
	Staff Welfare	741	-
	Stock Insurance	981	119
	Travelling Expenses	279	1,167
	Transportation Expenses	15,441	14,512
	Unicommerce Recharge	14,726	15,534
	Website & Domain Services	1,599	-
	Total	15,95,425	13,81,829



MARC LOIRE FASHIONS LIMITED

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Deferred Tax Assets/Liabilities (Net)

DEFERRED TAX COMPUTATION FOR THE PERIOD ENDED ON 31.03.2025

Note No. 12

(All amounts are in hundred unless otherwise stated)

SR. NO.	PARTICULARS		AMOUNT OF DEFERRED LIABILITIES	AMOUNT OF DEFERRED ASSETS	NET DEFERRED TAX ASSET/ (LIABILITY)
1	DIFFERENCE IN NET BLOCK OF FIXED ASSETS AS PER COMPANIES ACT AND INCOME TAX ACT				
	Depreciation as per Companies Act	2,314			
	Depreciation as per Income Tax Act	1,825		123	123
2	GRATUITY PROVISION	1,296		326	326
				449	449

Opening Balance of Existing Deferred Tax Asset
Deferred Tax Asset as on 31.03.2025

732

1,181



MARC LOIRE FASHIONS LIMITED
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Notes Forming Part of the Financial Statements as at 31.03.2025

Note No. 10 : Property, Plant and Equipment

(All amounts are in hundred unless otherwise stated)

Particulars	Gross Block				Accumulated Depreciation			Net Block	
	As on 01.04.2024	Addition during the Period	Deduction during the Period	As on 31.03.2025	As on 01.04.2024	Addition during the Period	Deduction during the Period	As on 31.03.2025	As on 31.03.2024
A PLANT & MACHINERY									
Plant & Machinery	5,164	-	-	5,164	4,104	170	-	4,274	890
B COMPUTER	6,893	212	-	7,105	5,221	1,105	-	6,325	779
C FURNITURE & FIXTURE	2,742	-	-	2,742	2,508	47	-	2,554	187
D OFFICE EQUIPEMENT	3,149	356	-	3,505	1,310	992	-	2,302	1,203
Total	17,948	568	-	18,515	13,142	2,314	-	15,456	4,805

Calculation of depreciation as per Income Tax Act - 1961
AS AT MARCH 31, 2025

Block	Furniture & Fixtures	OFFICE EQUIPEMENT	PLANT & MACHINERY	COMPUTER	Total
Rate of depreciation	10%	15%	15%	40%	
WDV AS ON 1.4.2024	1,524	2,458	1,208	2,463	7,652
ADDITIONS IN I HALF	-	356	-	212	568
ADDITIONS IN II HALF	-	-	-	-	-
DEDUCTIONS	-	-	-	-	-
Foreign exchange loss / (gain)	-	-	-	-	-
WDV Before Depreciation	1,524	2,814	1,208	2,674	8,219
Depreciation for the Period	152	369	181	985	1,687
Additional depreciation	-	53	-	85	138
Additional depreciation on Addition in II Half of Last Year	-	-	-	-	-
Total Depreciation	152	422	181	1,070	1,825
WDV as on 31.03.2025	1,371	2,392	1,027	1,605	6,394



MARC LOIRE FASHIONS LIMITED

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CALCULATION OF DEPRECIATION Property, Plant & Equipments

Name of the Block	Particulars	Date of Put to Use	Cost	Dep. Upto 31/03/2024	WDV / Carrying Amount	Residual Value	Life as per Schedule III	Remaining Life	Method of Depreciation	Rate (%)	Depreciation	NET BLOCK
Computer	ADSL MODEAM	21-02-2015	18	17	1	1	3	0.00	WDV	0.00%	-	1
Computer	COMPUTER AND LAPTOP	10-06-2015	230	218	11	11	3	0.00	WDV	0.00%	-	11
Computer	COMPUTER AND LAPTOP	16-08-2015	222	211	11	11	3	0.00	WDV	0.00%	-	11
Computer	COMPUTER AND SOFTWARE	07-03-2016	51	48	3	3	3	0.00	WDV	0.00%	-	3
Computer	DSL MODEAM	21-03-2016	9	8	0	0	3	0.00	WDV	0.00%	-	0
Computer	ERP SOFTWARE	09-08-2017	271	257	14	14	3	0.00	WDV	0.00%	-	14
Computer	COMPUTER AND LAPTOP	05-07-2018	228	217	11	11	3	0.00	WDV	0.00%	-	11
Computer	LAPTOP	24-08-2020	822	781	41	41	3	0.00	WDV	0.00%	-	41
Computer	COMPUTER AND LAPTOP	23-06-2021	315	293	22	16	3	0.23	WDV	76.83%	6	16
Computer	COMPUTER AND LAPTOP	02-07-2021	304	283	22	15	3	0.25	WDV	76.25%	7	15
Computer	LAPTOP	05-03-2023	1314	851	462	66	3	1.93	WDV	63.69%	294	168
Computer	LAPTOP	31-03-2023	878	555	323	44	3	2.00	WDV	63.21%	204	119
Computer	PRINTER	10-05-2022	170	143	27	9	3	1.11	WDV	65.28%	18	10
Computer	PRINTER	28-06-2018	95	82	13	5	3	0.00	WDV	0.00%	-	13
Computer	PRINTER	08-09-2018	205	176	29	10	3	0.00	WDV	0.00%	-	29
Computer	PRINTER	23-02-2022	105	74	31	5	3	0.90	WDV	86.20%	26	5
Computer	PRINTER	23-06-2022	161	131	30	8	3	1.23	WDV	66.19%	20	10
Computer	LAPTOP	02-04-2023	508	320	188	25	3	2.00	WDV	63.19%	119	69
Computer	LAPTOP	10-04-2023	664	409	255	33	3	2.02	WDV	63.46%	162	93
Computer	LAPTOP	12-07-2023	324	147	176	16	3	2.28	WDV	64.93%	115	62
Computer	PRINTER	10-Sep-24	212	-	-	11	3	3.00	WDV	*63.16%	134	78
TOTAL			7105	5221	1672	355	3				1,105	779

Name of the Block	Particulars	Date of Put to Use	Cost	Dep. Upto 31/03/2024	WDV / Carrying Amount	Residual Value	Life as per Schedule III	Remaining Life	Method of Depreciation	Rate (%)	Depreciation	NET BLOCK
Furniture & Fixture	FURNITURE AND FIXTURE	5-Jul-14	127	121	6	6	10	0.25	WDV	0.00%	(0)	6
Furniture & Fixture	FURNITURE AND FIXTURE	12-Jan-15	1324	1247	77	66	10	0.78	WDV	17.12%	10	66
Furniture & Fixture	FURNITURE AND FIXTURE	4-Apr-15	106	99	7	5	10	1.00	WDV	19.47%	1	5
Furniture & Fixture	FURNITURE AND FIXTURE	2-Mar-16	100	92	8	5	10	1.92	WDV	23.03%	2	6
Furniture & Fixture	FURNITURE AND FIXTURE	4-Mar-16	255	234	21	13	10	1.92	WDV	23.05%	5	16
Furniture & Fixture	FURNITURE AND FIXTURE	16-Mar-16	120	110	10	6	10	1.95	WDV	23.08%	2	8
Furniture & Fixture	FURNITURE AND FIXTURE	15-Apr-16	140	128	12	7	10	2.04	WDV	23.23%	3	9
Furniture & Fixture	FURNITURE AND FIXTURE	12-Dec-16	14	13	1	1	10	2.70	WDV	24.20%	0	1
Furniture & Fixture	FURNITURE AND FIXTURE	7-Mar-17	432	383	49	22	10	2.93	WDV	24.28%	12	37
Furniture & Fixture	FURNITURE AND FIXTURE	23-Jun-17	39	34	5	2	10	3.22	WDV	25.26%	1	4
Furniture & Fixture	FURNITURE AND FIXTURE	12-Jul-21	85	47	38	4	10	7.28	WDV	25.99%	10	28
TOTAL			2742	2508	234	137	10				47	187



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Name of the Block	Particulars	Date of Put to Use	Cost	Dep. Up to 31/03/2024	WDV / Carrying Amount	Residual Value	Life as per Schedule III	Remaining Life	Method of Depreciation	Rate (%)	Depreciation	NET BLOCK
Office Equipment	AC	18-May-16	464	441	23	23	5	0.00	WDV	0.00%	-	23
Office Equipment	ATTENDANCE MACHINE	1-Sep-16	100	95	5	5	5	0.00	WDV	0.00%	-	5
Office Equipment	CAMERA	16-Dec-16	78	74	4	4	5	0.00	WDV	0.00%	-	4
Office Equipment	CAMERA	1-May-18	31	29	2	2	5	0.00	WDV	0.00%	-	2
Office Equipment	MOBILE	21-Dec-15	48	46	2	2	5	0.00	WDV	0.00%	-	2
Office Equipment	WATER PURIFIER	28-May-19	61	58	3	3	5	0.15	WDV	54.23%	0	3
Office Equipment	ATTENDANCE MACHINE	28-Dec-22	107	55	52	5	5	3.74	WDV	45.54%	24	28
Office Equipment	ATTENDANCE MACHINE	5-Jan-23	98	50	48	5	5	3.76	WDV	45.51%	22	26
Office Equipment	BARCODE SCANNER	11-May-22	81	54	27	4	5	3.11	WDV	45.47%	12	15
Office Equipment	BARCODE SCANNER	5-Jul-22	162	103	59	8	5	3.26	WDV	45.73%	27	32
Office Equipment	BARCODE SCANNER	11-Apr-23	81	36	45	4	5	4.03	WDV	45.15%	21	25
Office Equipment	BARCODE SCANNER	25-Aug-23	106	29	77	8	5	4.40	WDV	45.62%	35	42
Office Equipment	Battery	4-Apr-23	164	73	91	5	5	4.01	WDV	45.10%	41	50
Office Equipment	Camera	6-Jun-23	266	98	168	13	5	4.18	WDV	45.46%	76	92
Office Equipment	Mobile Charger	16-Feb-24	16	1	15	1	5	4.88	WDV	45.26%	7	8
Office Equipment	Mobile	16-Feb-24	1,287	70	1,217	64	5	4.88	WDV	45.26%	551	666
Office Equipment	WATER PURIFIER	16-Aug-24	356	0	0	18	5	4.38	WDV	49.54%	176	180
TOTAL			3,505	1,310	1,839	175					992	1,203

Name of the Block	Particulars	Date of Put to Use	Cost	Dep. Up to 31/03/2024	WDV / Carrying Amount	Residual Value	Life as per Schedule III	Remaining Life	Method of Depreciation	Rate (%)	Depreciation	NET BLOCK
Plant and Machinery	ELECTRIC FAN	10-Jan-15	225	204	21	11	15	5.77	WDV	10.57%	2	19
Plant and Machinery	GARMENT JACK MACHINE	6-Dec-16	599	493	106	30	15	7.68	WDV	15.16%	16	90
Plant and Machinery	HEATER	23-Jan-16	74	65	9	4	15	6.81	WDV	12.46%	1	8
Plant and Machinery	INVERTER	15-Feb-18	505	354	151	25	15	8.87	WDV	18.22%	27	123
Plant and Machinery	INVERTER	23-Mar-22	203	67	136	10	15	12.98	WDV	18.11%	25	111
Plant and Machinery	KENT RO	26-May-18	148	106	43	7	15	9.15	WDV	17.41%	7	35
Plant and Machinery	PLANT AND MACHINERY	4-Apr-15	50	44	6	3	15	6.00	WDV	13.32%	1	5
Plant and Machinery	PLANT AND MACHINERY	28-May-15	312	274	38	16	15	6.15	WDV	13.56%	5	33
Plant and Machinery	PLANT AND MACHINERY	28-Nov-15	200	172	28	10	15	6.65	WDV	14.22%	4	24
Plant and Machinery	PLANT AND MACHINERY	20-Jan-16	50	43	7	3	15	6.80	WDV	14.37%	1	6
Plant and Machinery	PLANT AND MACHINERY	18-Mar-16	8	7	1	0	15	6.96	WDV	14.50%	0	1
Plant and Machinery	PLANT AND MACHINERY	6-Apr-17	173	139	34	9	15	8.01	WDV	15.68%	5	29
Plant and Machinery	PLANT AND MACHINERY	28-Aug-17	358	278	80	18	15	8.41	WDV	16.30%	13	67
Plant and Machinery	PLANT AND MACHINERY	12-Apr-18	426	301	125	21	15	9.03	WDV	17.80%	22	103
Plant and Machinery	RACKS	5-Sep-14	447	410	37	22	15	5.42	WDV	8.79%	3	34
Plant and Machinery	RACKS	8-May-15	100	89	11	5	15	6.10	WDV	11.55%	1	9
Plant and Machinery	RACKS	11-May-15	230	206	24	12	15	6.10	WDV	11.57%	3	22
Plant and Machinery	RACKS	29-Oct-15	100	88	12	5	15	6.57	WDV	12.81%	2	11
Plant and Machinery	RACKS	30-Oct-15	70	61	9	4	15	6.58	WDV	12.81%	1	8
Plant and Machinery	RACKS	17-Nov-15	175	153	22	9	15	6.62	WDV	12.92%	3	19
Plant and Machinery	RACKS	22-Dec-15	200	174	26	10	15	6.72	WDV	13.12%	3	22
Plant and Machinery	RACKS	23-Jan-16	90	78	12	5	15	6.81	WDV	13.29%	2	10
Plant and Machinery	RACKS	2-Mar-16	63	54	9	3	15	6.92	WDV	13.48%	1	7
Plant and Machinery	RACKS	28-Aug-18	200	138	62	10	15	9.41	WDV	17.70%	11	51
Plant and Machinery	SEWING MACHINE	16-Nov-18	158	105	53	8	15	9.62	WDV	17.89%	9	43
Total			5,164	4,104	1,060	238					170	890



MARC LOIRE FASHIONS LIMITED

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Notes forming part of the financial statements :

28 Related party disclosure

a) List of related parties and relationships

(i) Related Parties where Control exists:

Name	Designation
ARVIND KAMBOJ	Managing Director
SHAINA MALHOTRA	Whole-Time Director

(ii) Key Management Personnel

Name	Designation
ARVIND KAMBOJ	Managing Director
SHAINA MALHOTRA	Whole-Time Director
SAURABH SHASHWAT	Director(Appointed on 28.08.2024)
ROJINA THAPA	Director(Appointed on 28.08.2024)
ATUL MALHOTRA	Director (Appointed on 10.04.2024)
RACHIT CHOUDHARY	C.F.O.
VASANT KUBER SONI	Company Secretary (Appointed on 26.08.2024)

(iii) Relatives of Key Management Personnel :

Name	Relationship
Akash Overseas	Brother of director (Shaina Malhotra) is proprietor
DARESOULS PRIVATE LIMITED	Directors (Arvind kamboj and Atul Malhotra) are directors in the company
Fashionkhor.Com	Director (Arvind kamboj) is proprietor of the firm
IK DESIGNS	Mother of Director (Arvind kamboj) is proprietor of the firm
Toobs Fashions Private Limited	CFO is Director in the company

b) Transactions with Related Parties during the year

Amounts are in hundreds unless otherwise stated

Particulars	Key Management Personnel as on 31st March 2025	Relatives of Key Management Personnel as on 31st March 2025	Total as on 31st March 2025
Sales to relative party (Inclusive of Tax)			
AKASH OVERSEAS	-	90,793	90,793
DARESOULS PRIVATE LIMITED	-	96,371	96,371
TOOBS FASHIONS PRIVATE LIMITED	-	60,894	60,894
Purchase from relative party (Inclusive of Tax)			
DARESOULS PRIVATE LIMITED	-	3,47,147	3,47,147
TOOBS FASHIONS PRIVATE LIMITED	-	2,01,310	2,01,310
Remuneration/Salary Paid			
Shaina Malhotra	6,000	-	6,000
Arvind Kamboj	6,000	-	6,000
Rachit Choudhary	4,800	-	4,800



MARC LOIRE FASHIONS LIMITED

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29 Earning per share:

In accordance with Accounting Standard (AS-20) on 'Earnings Per Share' the following table reconciles the numerator and denominator used to calculate Basic and Diluted Earnings Per Share:

The Following reflects the profit and equity share data used in the basic and diluted EPS Computations:		
Particulars	As at 31 march 2025	As at 31 March 2024
Total Operation for the year		
Profit/Loss after tax	4,70,535	4,08,301
Less: Dividends on convertible preference share & tax thereon		
Net Profit/(Loss) for calculation of basic EPS	4,70,535	4,08,301
Add : Dividend on convertible preference share & tax thereon		
Add: Interest on bonds convertible into equity shares (net of tax)	-	-
Net Profit/(Loss) for diluted EPS	4,70,535	4,08,301
Weighted average number of equity Shares in calculating basic EPS	50,00,000	10,00,000
Effect of dilution :		
Convertible Preference Shares	-	-
Weighted average number of equity Shares in calculating diluted EPS	50,00,000	10,00,000
Earnings per equity share		
[Nominal Value of share Rs. 10 each]		
Basic	9.41	40.83
Diluted	9.41	40.83

30 In the opinion of the Board of Directors, the "Current Asset " have a value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.

31 Salary to Directors : 12000

32 Auditor's Remuneration Provision: 600

33 The Board of Directors has approved the issuance of 40,00,000 Equity share of Rs. 10/- each to its existing shareholders in the ratio of 4:1 as a way to reward them and enhance shareholders value and the allotment is made on 06th September 2024.

34 Turnover disclosed under revenue from operation is exclusive of inter-branch sales made during the period.

35 The Purchases disclosed under purchase of stock in trade is exclusive of inter-branch sales made during the period.

36 Employee Benefit Expenses

A. The company has contributed an amount of Rs. 3,94,182 towards Employer's contribution Provident Fund during the Year ended on 31st March 2025.

B. The company has contributed an amount of Rs. 1,18,589 towards Employer's ESI Contribution Fund during the Period ended on 30th September, 2024.



MARC LOIRE FASHIONS LIMITED

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C. Disclosure of gratuity (Rs. in hundreds)

i. Amount recognised in the statement of profit and loss is as under:

Components of Employer Expense	31-Mar-25
Current Service Cost	764
Interest Cost	241
Actuarial loss/(gain) recognised during the year	-494
Expected returns on planned assets	0
Actuarial loss/(gain) recognised during the year	511

Analysis of Actuarial (Gain)/Loss	31-Mar-25
Actuarial (Gain)/Losses due to Demographic Assumption changes in DBO	-
Actuarial (Gain)/Losses due to Financial Assumption changes in DBO	54
Actuarial (Gain)/Losses due to Experience Adjustments on DBO	(547)
Return on Plan Assets (Greater)/Less than Discount rate	-
Return on reimbursement rights (excluding interest income)	-
Changes in asset ceiling /onerous liability (excluding interest Income)	-
Total Actuarial (Gain)/loss	(494)

ii. Net Asset/(Liability) Recognised in Balance Sheet as on 31-March-2025

Net Asset/(Liability) Recognised in Balance Sheet	31-Mar-25
Present value of Funded Obligation	-
Fair Value of Plan Assets	-
Present value of Unfunded obligation (120 d)	7,601
Funded status [(Deficit)] {Para 64(a)}	(7,601)
Unrecognised Past Service Costs	-
Amount not Recognised as an Asset (limit in Para 59 (b))	-
Net Liability	(7,601)
Net Liability Recognised in BS	(7,601)

iii. Current & Non-Current Bifurcation 31-March-2025

Bifurcation Of Current & Non-current on	31-Mar-25
PVO (Unfunded Scheme)	2901
Current	2901
Non Current	4699

iv. Reconciliation of Net Asset/(Liability) Recognised in Balance Sheet on 31-March-2025

Net Asset/(Liability) Recognised in Balance Sheet	31-Mar-25
Net Asset/(Liability) Recognised at the beginning of the period	(6,305)
Amount not recognised(Para 54b;As 15R)	-
Employer expense excluding Para 59 (b)	(1,296)
Employer Contribution	-
Employers Direct Benefits Payments	-
Acquisitions/Divestures	-
Effect of the Limit in Para 59 (b)	-
Net Asset/(Liability) Recognised at the end of the period	(7,601)



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37 Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 :

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Based on the information provided by the company, no payment is due to the creditor/vendors (Micro / Small enterprises) registered under Micro, Small and Medium enterprises Development Act 2006 beyond the specified limit prescribed under the MSME Act, 2006

Particulars	As at 31 March, 2025	As at 31 March, 2024
	₹	₹
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting period	22,658	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting period	178	8,770
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period	178	8,770
(v) The amount of interest accrued and remaining unpaid at the end of the accounting period	178	8,770
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
Note:- A Vendor who is a medium enterprises has been considered as small enterprises as per the notification issued by Ministry of Micro, small and medium enterprises dated 18.10.2022.		

38 Balance of Trade Payables are subject to confirmation.

39 Balance of Trade Receivables are stated at realisable amount.

40 (a) Break-up of Payments/Receipts in Foreign Currency

	As at 31 march 2025	As at 31 March 2024
Earning in Foreign Exchange		
- Export of goods calculated on F.O.B. basis	-	-
- Receipts during the year (of Capital Account)	-	-
Total	-	-
Expenditure in Foreign Currency		
1.Value of imports calculated on C.I.F basis by the company during the financial year in respect of		
(a) Raw Materials	-	-
(b) Components & Spare Parts	-	-
(c) Capital Goods	-	-
2. Monitoring Fee to directors (Non-resident)	-	-
3. Dividend Payouts to non-residents	-	-
Total		-



MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

41 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31 march 2025	Period ended 31 March 2024
(i) Contingent liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(c) Dividend on Equity Shares (Dividend Payouts)	-	-
(d) Other money for which the company is contingently liable	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-
(c) Other commitments	-	-

42 The status of the company has been changed to public company from private limited company on 18th of July 2024.

43 Segment Information

The company deals in two segments viz Footwear and Apparels & its accessories. Major revenue of the company is from the footwear segment which comes to 99% approx. Accordingly, Expenses and profit are unallocable and cannot be attributed to one segment. Similarly, Assets and liabilities are also unallocable.

	Footwear		Apparels & Accessories		Consolidated Total	
	CURRENT PERIOD	PREVIOUS PERIOD	CURRENT PERIOD	PREVIOUS PERIOD	CURRENT PERIOD	PREVIOUS PERIOD
1 SEGMENT REVENUE						
a External sales	40,29,921	37,74,105	1,95,819	2,46,198	42,25,739	40,20,303
b Inter Segment sales	-	-	-	-	-	-
c Total Revenue	40,29,921	37,74,105	1,95,819	2,46,198	42,25,739	40,20,303
2 total revenue of all segments	95.27	99.04	4.63	0.96	100.00	100.00

For S P M G AND COMPANY
Chartered Accountants
Firm Regn. No. - 509249C

(Shilpi Jain)
PARTNER
M.No.- 531054
UDIN : 25531054BMZWPF4017

Place: Delhi
Date: 20/05/2025

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
MARC LOIRE FASHIONS LIMITED

(SHAINA MATHOTRA)
DIRECTOR
DIN : 06809352

(ARVIND KAMBOJ)
DIRECTOR
DIN : 09624208

(Rachit Choudhary)
Chief Financial Officer

(Vasant Kuber Soni)
Company Secretary
M.No: 66674

Note No. 44. Additional Regulatory Information in respect to BS :-

(i) Details of Benami Property held

Sr. No	Property details	Year of acquisition	Beneficiaries details	Current Year				Status of same	Company's view on the same
				Amount	If Property is in book then reference of BS	If not in books then reason	Whether there are proceedings against the company under this law		
-----Not Applicable-----									

(ii) Borrowings from banks or financial institutions on the basis of security of current assets.

The company has been granted a Cash Credit limit of Rs. 1.95 Crore from canara bank limited on the basis of security of current assets

Name of Bank
Canara Bank Limited

Amount
1.95 Crore

Rate of Interest
RLLR + 2.40%

Description of security
Working capital
Others

RLLR Being 9.25% w.e.f 12.08.2023 (RLLR being revised to 9.15% w.e.f 15.03.2025) and RLLR shall be reset at least once in three months. Transition in RLLR will be passed with 1). Hypothecation Book Debts.
2). Hypothecation of Stock .
Fixed Deposit of Rs. 50 Lakhs created on 28.02.2024
of Directors Shaina Malhotra and Arvind Kamboj

Personal guarantee

(a) whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

Stock and Book Debt statements are being filed with Canara Bank from April 2024. No statement has been filed with Bank in previous year

Sr. No	Current Assets Description	Current Period		Previous Period	
		value as per Books of accounts	Value as per Statement Provided to Bank	Reason of Material Discrepancies	Current Assets Description
1	For the month of April 2024				
	Trade Receivables	35735345	35735345	NA	NA
	Trade Payables	79736817	79736817	NA	NA
	Inventories	219034	219034	NA	NA
	Units	85581782	85581782	NA	NA
	Value				
2	For the month of May 2024				
	Trade Receivables	33555364	33555364	NA	NA
	Trade Payables	91211202	91211202	NA	NA
	Inventories	296282	296282	NA	NA
	Units	94796859	94796859	NA	NA
	Value				
3	For the month of June 2024				
	Trade Receivables	19483590	19483590	NA	NA
	Trade Payables	84488586	84488586	NA	NA
	Inventories	322454	322454	NA	NA
	Units	101561381	101561381	NA	NA
	Value				



4 For the month of July 2024		Statement not submitted to the Bank. Penalty levied by the Bank.	NA NA NA NA	NA NA NA NA		
Trade Receivables						
Trade Payables						
Inventories						
: Units						
: Value						
5 For the month of August 2024		Statement not submitted to the Bank. Penalty Levied by the Bank. It will be submitted to the bank on quarterly basis from July month	NA NA NA NA	NA NA NA NA		
Trade Receivables						
Trade Payables						
Inventories						
: Units						
: Value						
4 For the month of Sep 2024		42330945 75111928 285301 90542786 9,05,42,786	NA NA NA NA	NA NA NA NA		
Trade Receivables						
Trade Payables						
Inventories						
: Units						
: Value						
5 For the month of Dec2024		30343426 58722103 239305 76353312 76353312	NA NA NA NA	NA NA NA NA		
Trade Receivables						
Trade Payables						
Inventories						
: Units						
: Value						
6 For the month of March 2024		93278482 96393082 310426 97378658 97378658	NA NA NA NA	NA NA NA NA		
Trade Receivables						
Trade Payables						
Inventories						
: Units						
: Value						






(iii) Wilful Defaulter

(a) Where a company is a declared wilful defaulter by any bank or financial Institution or other lender, following details shall be given.

Sr. No	Current Period		Previous Period	
	Date of declaration as Wilful defaulter	Details of Nature	Date of declaration as Wilful defaulter	Details of Nature
		Details of Amount		Details of Amount
-----Not Applicable-----				

(iv) Relationship with Struck off Companies:

The company has not made any transaction with the Struck off Companies during the Period

Sr. No	Current Period		Previous Period	
	Name of Struck off Company	Nature of Transaction with Struck off Company	Balance Outstanding	Relationship with Struck off Company
			Balance Outstanding	Relationship with Struck off Company
-----Not Applicable-----				

MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

(v) Registration of charges or satisfaction with Registrar of Companies

(a) Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof

Current Year :- No

Previous Year :- No

(vi) Compliance with number of layers of companies

Sr. No	Current Year			Previous Year		
	Name of Company	CIN	Relationship of the company in such downstream companies	Extent of holding of the company in such downstream companies	Name of Company	CIN

Not Applicable

(vii) Ratios:

Sr. No	Ratio	Numerator	Denominator	As at 31st Mar-25	As at 31st Mar-24	% of Variance	Reason For Variance (if more than 25%)
(a)	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.84	1.44	27.51%	Due to increase in debtors
(b)	Debt-Equity Ratio (in times)	Total Debt	Total Equity = Share Capital + Reserves and Surplus	-	0.24	-100.00%	Difference is due to due to issues of bonus shares
(c)	Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit before Taxes, Interest, Depreciation and Amortization	Debt Service = Interest Payable on any Borrowings + Total Loan Amount	4.03	151.41	-97.34%	Difference is due to decrease in purchase of stock in trade
(d)	Return On Equity ratio (in %)	Profit for the year less Preference Dividend (if any)	Average Total Equity	43.77%	67.55%	-35.20%	Difference is due to issue of bonus share
(e)	Inventory Turnover (in times)	Cost of Goods Sold = Opening Inventory + Purchases during the Period - Closing Inventory	Average Inventory = (Opening Inventory + Closing Inventory)/2	2.26	4.62	-51.08%	Difference is due to decrease in purchase of stock in trade
(f)	Trade Receivables Turnover Ratio (in times)	Revenue From Operations	Average Trade Receivables	6.02	6.64	-9.34%	Difference is due to increase in credit sales
(g)	Trade Payables Turnover Ratio (in times)	Purchases on Credit	Average Trade Payables	2.48	2.81	-11.74%	Difference is due to Decrease in Net Credit purchases
(h)	Net Capital Turnover Ratio (in times)	Revenue From Operations	Average Capital Employed	5.87	11.91	-50.71%	Difference is due to Increase in debtors
(i)	Net Profit Ratio (in %)	Profit For The Year	Net Sales	11.08%	10.09%	9.81%	Difference is due to Increase in Sales
(j)	Return On Capital Employed (%)	Profit Before Tax and Finance Costs	Average Capital Employed	60.59%	91.67%	-33.90%	Difference is due to issue of bonus share
(k)	Return On Investment (in %)	Income Generated From Invested Funds	Cost of Investments	9.82%	10.74%	-8.57%	Difference is due to decrease in the interest income



MARC LOIRE FASHIONS LIMITED

CIN - U18202DL2014PLC266184

Note No. 45 Additional Regulatory Information in respect to PL :-**(i) Undisclosed Income :-****Current Year :- Nil****Previous Year :- Nil****(ii) Corporate Social Responsibility (CSR):-**

Sr. No	Particulars	Current Year	Previous Year
1	Amount required to be spent	4,48,256	-
2	Amount of Expenditure incurred	4,50,000	-
3	Shortfall at the end of the year	-	-
4	Total of Previous year shortfall	-	-
5	Reason for Shortfall	-	Not Applicable
6	Nature of CSR Activities	In the area of Education through Mangalam Edu Gate (a company registered under Section 8 of the companies Act 2013)	Not Applicable
7	Details of Related Party transactions	-	Not Applicable
8	Where a provision is made with respect to a liability incurred by entering into a contractual obligation.	No	Not Applicable

(iii) Details of Crypto Currency or Virtual Currency

Sr. No	Particulars	Current Year	Previous Year
1	Profit or loss on transactions involving Crypto Currency or Virtual Currency	-	-
2	Amount of Currency held as at the reporting date	-	-
3	Deposits or Advances from any person for the purpose of Trading or Investing in Crypto Currency or Virtual Currency.	-	-

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Notes 1 to 46 forms an integral part of the Balance Sheet and the Statement of Profit & Loss Account.

For S P M G AND COMPANY
Chartered Accountants
Firm Regn. No. - 509249C



Shilpi

(Shilpi JAIN)
PARTNER
M.No.- 531054
UDIN : 25531054BMZWFI4017
Place : Delhi
Date: 20-05-2025

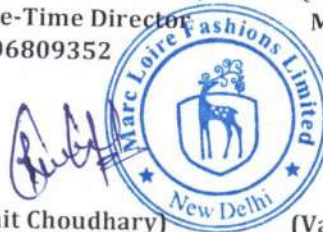
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
MARC LOIRE FASHIONS LIMITED



(SHAINA MALHOTRA)
Whole-Time Director
DIN : 06809352



(ARVIND KAMBOJ)
Managing Director
DIN : 09624208



(Rachit Choudhary)
Chief Financial Officer



(Vasant Kuber Soni)
Company Secretary
M.No: 66674

MARC LOIRE FASHIONS LIMITED

PLOT NO. 426/1, FIRST FLOOR, RANI KHERA ROAD VILLAGE, MUNDKA
NEW DELHI - 110041

CIN- U18202DL2014PLC266184

NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2025

1. Corporate Information

MARC LOIRE FASHIONS LIMITED ("the Company") was incorporated on 11th March 2014. The Company is primarily engaged in business of Trading of Footwear, apparel and its accessories.

2. Significant accounting policies

a) Basis of preparation

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and in compliance with the Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2021 read with Rule 7 of the Companies (Accounts) Rules, 2014 issued by the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year. The financial statements are prepared in Indian rupees rounded off to nearest Hundreds.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and disclosure of contingent liabilities at the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

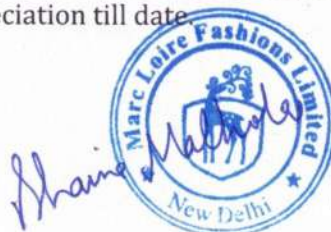
c) Current/ Non-Current classification of assets and liabilities

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as up to twelve months for the purpose of current – Non Current classification of assets and liabilities.

d) Property, Plant & Equipment

The Company does not have any Property in its name. Plant & Equipment are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

e) Intangible Assets



The company may write off the Intangible assets in part or full if it is no more useful/operational to the company.

f) Depreciation

Depreciation on Property, Plant & Equipment is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

g) Inventories

- The Company has inventory worth of Rs. 97,378,658 /- at the end of the year.
- Inventory is valued at Cost or Net Realizable Value whichever is lower.
- The cost includes all expenses directly attributable to bringing the inventory to its current condition and location.
- Cost of inventory is determined using first in first out method of valuation.

h) Investments

- Investments intended to be held for not more than a year are classified as "Current Investments", which are carried at lower of cost and fair value determined on an individual investment basis.
- All other investments are classified as "Long term investments and they are carried at cost, however provision for diminution is made to recognize a decline, other than temporary in nature.
- On disposal of an investment, the difference between its weighted average carrying amount and the net disposal proceeds is charged or credit to the statement of profit and loss.
- Current investments readily convertible in known amount of cash and subject to insignificant risk of changes in value are classified as cash and cash equivalents for preparation of Cash flow statements.

i) Reclassification of investments:

Investments are reclassified when there is a change in the company's intention regarding the holding of an investments, or when there is a change in the characteristics of investments or strategy of management of the company.

A provision for diminution in value of Investment is created in accordance with Accounting Standard 13.

The company may reclassify the assets and will not adjust the amount below 1 lakhs

j) Revenue recognition:

- (a) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- (b) Interest income on fixed deposit and debentures held, is accounted on accrual basis.

k) Expense Recognition

Expenses are recognized in the financial statements when they are incurred regardless when the payment is made and can be reliably measured. These are recognized on accrual basis regardless of when the payment is made. Expenses are recognized consistently over periods to ensure comparability of financial information.



l) Post-employment benefits

- a) Defined contribution plans are post-employment benefit plans under which an enterprise pays fixed contributions into a separate entity (a fund) and will have no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.
- b) Current service cost is the increase in the present value of the defined benefit obligation resulting from employee service in the current period.
- c) Interest cost is the increase during a period in the present value of a defined benefit obligation which arises because the benefits are one period closer to settlement

m) Prior Period Items

Prior period items are costs or revenue that relate to earlier financial periods but were either not recorded or were recorded incorrectly in those periods. These expenses or revenue are identified during the current period and required adjustments to ensure accurate financial reporting and in compliance with Accounting Standard 5.

n) Tax Expense

Tax expense comprises of current income tax and deferred tax. Current Income Tax is measured at the Amount expected to be paid to the tax authorities.

Deferred taxes reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and deferred tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

o) Cash and Cash Equivalent

Cash and Cash Equivalents comprise cash in hand, cash at bank and fixed deposits with banks. Irrespective of the maturity of the fixed deposits made these are classified in cash and cash equivalent.



p) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

q) Previous Year Figures

The company has reclassified previous year figures wherever necessary.

For S P M G AND COMPANY
(Chartered Accountants)
FRN: 509249C


Shilpi Jain
(PARTNER)



Membership No.531054
UDIN : 25531054BMZWFI4017
Place: New Delhi
Date: 20-05-2025

For and on behalf of the Board of Directors
MARC LOIRE FASHIONS LIMITED



SHAINA MALHOTRA
Director
DIN-06809352



ARVIND KAMBOJ
Director
DIN - 09624208

CLOSING NOTE

To our shareholders, customers, employees, partners, and well-wishers:

Thank You.

Your faith is our greatest asset, your trust is our greatest reward, and your continued support is the wind beneath our wings.

The Marc Loire journey is just beginning, and together, we will walk into a future of endless possibilities.