Marc Loire Fashions Limited

(Formerly Known as Marc Loire Fashions Private Limited)

Date: 02/09/2026

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

Scrip Code: 544437
Trading Symbol: MARCLOIRE

Subject: Notice of Thirteenth (13th) Annual General Meeting for the F.Y. 2025-26 of Marc Loire Fashions Limited

Dear Sir/Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 13th Annual General Meeting (AGM) of the Company for Financial Year 2025-26 to be convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) in compliance with the circulars issued by Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) to transact the business as set out in the Notice of 13th AGM.

The schedule of the AGM is set out below:

Event	Date	Time
Cut-off date to vote on AGM Resolutions	Tuesday, 22nd September, 2026	-
Record Date	Tuesday, 22nd September, 2026	-
Book Closure –AGM	Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026	-
Commencement of e-voting	Friday, 25th September, 2026	09:00 A.M. (IST)
End of e-voting	Monday, 28th September, 2026	05:00 P.M. (IST)
Annual General Meeting (AGM)	Tuesday, 29th September, 2026	11:30 A.M. (IST)

You are requested to take the above on your record.

Thanking You

For Marc Loire Fashions Limited

Vasant Kuber Soni
Digitally signed by Vasant Kuber Soni
Date: 2026.09.02 21:27:38 +05'30'

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

Place: Delhi

CIN-L18202DL2014PLC266184 GST No: 07AAJCM1276G1ZF

Marc Loire Fashions Limited

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NOTICE

NOTICE is hereby given that the 13th Annual General Meeting ("AGM/ 13th AGM") of the Members MARC LOIRE FASHIONS LIMITED ("the Company") will be held on Tuesday the 29th day of September, 2026 at 11:30 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 2026 including the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement for the year ended as at 31st March 2026 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. Arvind Kamboj, 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. Arvind Kamboj, (DIN: 09624208) 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. **TO CONSIDER AND APPROVE APPOINTMENT OF MR. SAURAV GUPTA (DIN: 11371121) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s) and the provisions of the Articles of Association of the Company, Mr. Saurav Gupta (holding DIN: 11371121), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from November 15, 2025, and who holds office up to the date of this Annual General Meeting, has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years with effect from November 15, 2025 to November 14, 2030, on the Board of Directors of the Company.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary of the Company be and is hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (LODR) Regulations and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

4. **TO CONSIDER AND APPROVE APPOINTMENT OF MS. YAMINI SONI (DIN: 11371065) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI (LODR) Regulations") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s) and the provisions of the Articles of Association of the Company, Ms. Yamini Soni (holding DIN: 11371065), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from November 15, 2025, and who holds office up to the date of this Annual General Meeting, has submitted a declaration that she meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR)

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Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, being eligible for appointment, be and is hereby appointed as an Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of 5 (five) consecutive years with effect from November 15, 2025 to November 14, 2030, on the Board of Directors of the Company.

RESOLVED FURTHER THAT any one of the Director of the Company or Company Secretary of the Company be and is hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (LODR) Regulations and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

By the order of the Board
For MARC LOIRE FASHIONS LIMITED

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

Date: 2nd September, 2026
Place: Delhi

CIN-L18202DL2014PLC266184
GST No: 07AAJCM1276G1ZF

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IMPORTANT NOTES:

1. The 13th Annual General Meeting of the Company will be held on Tuesday, 29th day of September, 2026, at 11:30 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 03/2025 dated September 22, 2025, 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 13th Annual General Meeting ("13th 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 rules made thereunder and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Notice of the AGM along with the Annual Report for F.Y. 2025-26 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.

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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 Saturday, 19th September, 2026.

9. The Annual Report along with the Notice of AGM will be placed on the Company's website on www.marcloire.com.

10. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through email to those Members whose email IDs are registered with the Company/Depositories. In case any Member is desirous of obtaining physical copy of the Integrated Annual Report for the Financial Year 2025-26 and Notice of the AGM of the Company, may send a request to the Company at csvasant@marcloire.in, mentioning their DP ID and Client ID/folio no. or raise a service request with Maashitla Securities Private Limited, the Company's Registrar and Share Transfer Agent ("RTA"). Members may note that the Notice of the AGM and Annual Report for the Financial Year 2025-26 will also be available on the Company's website www.marcloire.com. and the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at www.bseindia.com/, respectively and on the website of National Securities Depository Limited ("NSDL") (agency providing the remote e-Voting facility) at www.evoting.nsdl.com.

11. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in electronic mode and with the Company's RTA i.e. Maashitla Securities Private Limited ("RTA") in case the shares are held by them in physical mode.

12. 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 December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 the Company is providing the facility of remote e-Voting to its Members in respect of the businesses to be transacted at this AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by Members using remote e-Voting system is provided by NSDL. Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialised mode, physical mode and for Members who have not registered their e-mail addresses is provided in the "Instructions for e-Voting" section which forms part of this Notice.

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to www.marcloire.com.

14. The Board of Directors of the Company has appointed M/s MRS & Associates, Company Secretaries, a Peer Reviewed Firm, as the Scrutiniser, to scrutinise the voting during the AGM and remote e-Voting process in a fair and transparent manner.

15. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.

16. Members holding shares either in physical or dematerialised form, as on Tuesday, September 22, 2026 ("Cut-off Date"), may cast their votes electronically. The e-Voting period commences on Friday, September 25, 2026 (9:00 A.M. IST) and ends on Monday, September 28, 2026 (5:00 P.M. IST). The e-Voting module will be disabled by NSDL thereafter. A Member will not be allowed to vote again on any Resolution on which vote has already been cast.

    The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the Cut-off Date, i.e. 22/09/2026. A person who is not a Member as on the Cut-off Date is requested to treat this Notice for information purposes only.

    The facility for voting during the AGM will also be made available. Members present at the AGM through VC and who have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system during the AGM.

    Any person holding shares in physical form and nonindividual shareholders who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, i.e. September 22, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-Voting, then he/she can use his/her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become Member of the Company after the Notice is sent and holding shares as of the Cut-off Date, may follow steps mentioned in the Notice under 'Instructions for e-Voting'.

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

The remote e-voting period begins on Friday, September 25, 2026 at 9:00 A.M. (IST) and ends on Monday, September 28, 2026 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. Tuesday, 22nd September, 2026, 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 Tuesday, 22nd September, 2026.

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.	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. 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. 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 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.

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	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 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. 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. 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 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.

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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.

<u>How to Log-in to NSDL e-Voting website?</u>

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 user 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, Deputy Vice President, 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 csvasant@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 csvasant@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.

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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 25/09/2026 (9.00 a.m. IST) and 27/09/2026 (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 csvasant@marcloire.in as registered in the records of the Company. The same will be replied by the company suitably.Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

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EXPLANATORY STATEMENT

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

EXPLANATORY STATEMENT IN RESPECT OF BUSINESS SET OUT IN ITEM NO. 3 AND 4 OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF MARC LOIRE FASHIONS LIMITED TO BE HELD ON TUESDAY, 29TH DAY OF SEPTEMBER, 2026 AT 11:30 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 and 4 of the accompanying Notice:

ITEM NO. 3

TO CONSIDER AND APPROVE APPOINTMENT OF MR. SAURAV GUPTA (DIN: 11371121) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Saurav Gupta was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 15th November, 2025, for a first term of five consecutive years, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, to the extent applicable subject to approval by the members of the Company at the ensuing General Meeting. In accordance with Section 149(10) and (11) of the act, an independent director can hold office for two consecutive terms of upto five years each on the Board of the Company, subject to the approval of shareholders approving the term by passing a special resolution.

Mr. Saurav Gupta brings over 8 years of rich experience in sales and marketing, having served as Senior Manager (Sales & Marketing) at Mezzex Ltd. He possesses strong leadership capabilities, strategic thinking, and a proven track record in driving business growth and operational excellence.

The Company now proposes to seek approval of the Members for his appointment as an Independent Director for her first term of five consecutive years with effect from November 15, 2025 to November 14, 2030, in accordance with the applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the Articles of Association of the Company.

The Company has received from Mr. Saurav Gupta, his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received the requisite disclosures and confirmations from Mr. Saurav Gupta, including confirmation regarding his eligibility for appointment as an Independent Director, and confirmation that he is not debarred from holding the office of Director by virtue of any order of SEBI, the Ministry of Corporate Affairs or any other statutory authority, to the extent applicable.

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Brief details of Mr. Saurav Gupta, the nature of his expertise and experience, with other details relation to his directorship, are annexed to this notice. The Company has received notice in writing under the provisions of the Companies Act 160 of the Companies Act 2013 from a member proposing candidature of Mr. Saurav Gupta for the office of Independent director for a first term of five consecutive years. Based on the recommendation of the Nomination and remuneration committee and considering his skills and expertise, the Board at its meeting held on September 2, 2026, has approved the appointment of Mr. Saurav Gupta as an Independent Director for the first term of five consecutive years i.e. from 15.11.2025 to 14.11.2030, subject to the approval of shareholders. In the opinion of the Board, Mr. Saurav Gupta fulfils the condition for appointment as an Independent Director of the Company as specified in the act and rules thereunder, he is not debarred from holding the office of director by virtue of any SEBI order and he is independent of the management of the Company.

The Board is of the opinion that his association with the Company as an Independent Director would be beneficial to the Company and its stakeholders. Accordingly, the board recommends the appointment of Mr. Saurav Gupta as an Independent Director for the first term from 15.11.2025 to 14.11.2030, subject to the approval of the shareholders. He shall not be liable to retire by rotation. He shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees thereof, as may be determined by the Board in accordance with applicable law and the Company's policy.

The Board recommends the resolution set forth in item no. 3 of the accompanying notice for approval by the members of the company is being sought by way of Special resolution.

None of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution. Mr. Saurav Gupta does not hold any shares in the Company and is not related to any other Director or Key Managerial Personnel of the Company.

Details of Mr. Saurav Gupta, pursuant to Regulation 36(3) of SEBI Regulations and Secretarial Standard-2 on General Meeting is enclosed in Annexure – I to this Notice.

ITEM NO. 4
TO CONSIDER AND APPROVE APPOINTMENT OF MS. YAMINI SONI (DIN: 11371065) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Ms. Yamini Soni was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 15th November, 2025, for a first term of five consecutive years, in accordance with the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, to the extent applicable subject to approval by the members of the Company at the ensuing General Meeting. In accordance with Section 149(10) and (11) of the act, an independent director can hold office for two consecutive terms of upto five years each on the Board of the Company, subject to the approval of shareholders approving the term by passing a special resolution.

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Ms. Yamini Soni brings over 7 years of experience in marketing, having served in leadership roles with reputed institutions such as BLK Hospital and CloudNine Hospital. She has demonstrated strong capabilities in strategic planning, marketing management, and, contributing to business growth and operational excellence.

The Company now proposes to seek approval of the Members for her appointment as an Independent Director for her first term of five consecutive years with effect from November 15, 2025 to November 14, 2030, in accordance with the applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the Articles of Association of the Company.

The Company has received from Ms. Yamini Soni, her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received the requisite disclosures and confirmations from Ms. Yamini Soni, including confirmation regarding her eligibility for appointment as an Independent Director, and confirmation that she is not debarred from holding the office of Director by virtue of any order of SEBI, the Ministry of Corporate Affairs or any other statutory authority, to the extent applicable.

Brief details of Ms. Yamini Soni, the nature of her expertise and experience, with other details relation to her directorship, are annexed to this notice. The Company has received notice in writing under the provisions of the Companies Act 160 of the Companies Act 2013 from a member proposing candidature of Ms. Yamini Soni for the office of Independent director for a first term of five consecutive years. Based on the recommendation of the Nomination and remuneration committee and considering her skills and expertise, the Board at its meeting held on September 2, 2026, has approved the appointment of Ms. Yamini Soni as an Independent Director for the first term of five consecutive years i.e. from 15.11.2025 to 14.11.2030, subject to the approval of shareholders. In the opinion of the Board, Ms. Yamini Soni fulfils the condition for appointment as an Independent Director of the Company as specified in the act and rules thereunder, she is not debarred from holding the office of director by virtue of any SEBI order and she is independent of the management of the Company.

The Board is of the opinion that his association with the Company as an Independent Director would be beneficial to the Company and its stakeholders. Accordingly, the board recommends the appointment of Ms. Yamini Soni as an Independent Director for the first term from 15.11.2025 to 14.11.2030, subject to the approval of the shareholders. She shall not be liable to retire by rotation. She shall be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and Committees thereof, as may be determined by the Board in accordance with applicable law and the Company's policy.

The Board recommends the resolution set forth in item no. 4 of the accompanying notice for approval by the members of the company is being sought by way of Special resolution.

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None of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution. Ms. Yamini Soni does not hold any shares in the Company and is not related to any other Director or Key Managerial Personnel of the Company.

Details of Ms. Yamini Soni, pursuant to Regulation 36(3) of SEBI Regulations and Secretarial Standard-2 on General Meeting is enclosed in Annexure – I to this Notice.

By the order of the Board
For MARC LOIRE FASHIONS LIMITED

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

Date: 2nd September, 2026
Place: Delhi

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Annexure I

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

S.no.	Particulars	Description	Description
a	Name	Mr. Saurav Gupta	Ms. Yamini Soni
b	Designation	Non-executive, Independent Director (Additional Director)	Non-executive, Independent Director (Additional Director)
c	DIN	11371121	11371065
d	Date Of Birth	29/09/1993	28/10/1995
e	Nationality	Indian	Indian
f	Initial date of Appointment/Reappointment	15.11.2025	15.11.2025
g	Term of appointment/reappointment;	Mr. Saurav Gupta is proposed to be appointed as a non-executive Independent Director for a period of 5 (five) consecutive years with effect from November 15, 2025 to November 14, 20230 and not be liable to retire by rotation	Ms. Yamini Soni is proposed to be appointed as a non-executive Independent Director for a period of 5 (five) consecutive years with effect from November 15, 2025 to November 14, 20230 and not be liable to retire by rotation
h	Brief profile	Mr. Saurav Gupta brings over 8 years of rich experience in sales and marketing, having served as Senior Manager (Sales & Marketing) at Mezzex Ltd.	Ms. Yamini Soni brings over 7 years of experience in marketing, having served in leadership roles with reputed institutions such as BLK Hospital and CloudNine Hospital.
i	Expertise in specific functional area	He possesses strong leadership capabilities, strategic thinking, and a proven track record in driving business growth and operational excellence.	She has demonstrated strong capabilities in strategic planning, marketing management, and, contributing to business growth and operational excellence.
j	Remuneration proposed to be paid	Nil, except sitting fees/reimbursement of expenses, if applicable	Nil, except sitting fees/reimbursement of expenses, if applicable

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k	Remuneration last drawn (including sitting fees, if any)	Sitting fees- Rs. 12,000	Sitting fees- Rs. 12,000
l	No. of share held in the Company as on 31.03.2026	Nil	Nil
m	Disclosure of relationships between directors (in case of appointment of Directors)	Mr. Saurav Gupta is not related to any Director of the Company and satisfies the criteria of independence prescribed under the Companies Act, 2013, and SEBI LODR	Ms. Yamini Soni is not related to any Director of the Company and satisfies the criteria of independence prescribed under the Companies Act, 2013, and SEBI LODR
n	Number of meetings of the Board attended during the financial year	1	1
o	Directorships held in other Boards	Nil	Nil
p	Membership/ Chairmanship of Committees of other Boards	Nil	Nil
q	Listed entities from which resigned in the past three years	Nil	Nil