



SPMG & CO.
Chartered Accountants

914, D-Mall, Plot No. 1, Netaji Subhash Place, Pitampura,
New Delhi-110088 Ph. : 011-41425941/942/943/944
Email: Spmg914@gmail.com

To,
The Board of Directors,
Marc Loire Fashions Limited,
(Formerly known as Marc Loire Fashions Private Limited)
(hereinafter referred to as the "Issuer Company")
Plot No 426/1 First Floor Rani Khera Road
Mundka, New Delhi- 110041

To,
The Board of Directors,
Finshore Management Services Limited,
(hereinafter referred to as the "Lead Manager")
Anandlok, Block-A, Room No:207
227 AJC Bose Road, Kolkata-700020

Dear Sirs/Madam,

Ref: Proposed Initial Public Offering ("IPO") of equity shares by Marc Loire Fashions Limited ("Company or issuer")

Sub: Examination report on Basis for Issue Price and Key Performance Indicators (KPI).

We the undersigned have been requested by the Company to verify certain information which is proposed to be included in the Prospectus ("Offer Documents"), namely:

- (a) In connection with the calculation of the basis for the issue price of the Equity Shares in the Offer, we have, verified the information set out in **Annexure A**
- (b) the KPIs (as set out below have been approved by the audit committee of the board of directors of the Company ("**Board**") pursuant to their resolution dated June 13, 2025) in relation to the Company, as included in **Annexure B**.

We have examined and verified the Basis for Issue Price and KPIs of the Issuer Company for inclusion in the proposed IPO with the Restated Financial Statement, the relevant records and other supported documents.

Based on the procedures performed, evidences obtained and the information and explanations provided to us, along with representations provided by the management, we confirm that:

- (i) the amounts stated in **Annexure A & B** have been accurately extracted from the Restated Financial Statements and other relevant records provided by the Company; and
- (ii) the information in **Annexure A & B** is true, fair, correct, accurate, complete, and do not contain any untrue statement or omission which would render the contents of this certificate misleading in its form or context, and will enable investors to make a well-informed decision.

We hereby confirm that we have conducted our examination of the information given in this certificate (including the annexures thereto) in accordance with the "Guidance Note on the Reports or Certificates for Special Purposes (Revised 2016)" issued by the Institute of Chartered Accountants of India ("ICAI"), as revised from time to time, to obtain a reasonable assurance that such details are in agreement with the books of accounts and other relevant records provided to us, in all material respects; the aforesaid Guidance Notes requires that we comply with the ethical requirements of the "Code of Ethics" issued by the ICAI, as revised from time to time. We also confirm that we have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform





SPMG & CO.
Chartered Accountants

914, D-Mall, Plot No. 1, Netaji Subhash Place, Pitampura,
New Delhi-110088 Ph. : 011-41425941/942/943/944
Email: Spmg914@gmail.com

Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,
issued by the ICAI.

To the best of our knowledge and belief, this certificate is issued on the basis of examination of records, documents produced, explanations and clarification provided by the management of the company.

This Certificate has been issued at the specific request of Management of the Company for their proposed IPO and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

We also authorise you to deliver a copy of this certificate to SEBI, ROC and the Stock Exchanges or any other regulatory authorities as required by law.

The information for the issuance of this certificate is true and correct to the best of our knowledge and belief and nothing has been concealed or misrepresented. We confirm that any changes that we may be aware of shall immediately be intimated to the Lead Manager till the date the Equity Shares of the Company commence trading on the Stock Exchange. In the absence of any communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

Thanking You,
For SPMG & Company
Chartered Accountants
FRN: 509249C



Shilpi Jain
Designation: Partner
Membership Number: 531054
Place: Delhi
Date: June 13, 2025
UDIN: 25531054BMZWFK8766



Annexure A

BASIS FOR ISSUE PRICE

Quantitative factors that forms the basis for computing the Offer Price, are as follows:

1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:

Earnings Per Share as per the Company's Restated Financial Information

Particulars	Basic & Diluted EPS (Rs.)		Weight
	With Retrospective Effect of Bonus#	As per Restated (Book Value)	
Year ended March 31, 2023	1.31	6.56	1
Year ended March 31, 2024	8.15	40.77	2
Year ended March 31, 2025	9.41	9.41	3
Weighted Average*	7.64	19.39	

a. **Basic & Diluted EPS:** EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.

b. **Weighted average:** Aggregate of weights i.e. (EPS x Weight) for each year / Total of weights

#Company has allotted 40,00,000 Equity Shares of the face value of Rs. 10/- each as Bonus Share on 06/09/2024 in the ratio of 4:1 i.e. Four Equity Shares for every One equity share. Number of shares for the year ended March 31, 2024 and March 31, 2023 have been adjusted for issue of bonus shares with retrospective effect to calculate EPS.

2. Price to Earning (P/E) Ratio in relation to the Issue Price of ₹ 100/- per equity share of face value of Rs. 10/- each

Particulars	P/E Ratio	
	With Retrospective Effect of Bonus#	As per Restated (Book Value)
P/E ratio based on the Basic & Diluted EPS as on March 31, 2025	10.63	10.63
P/E ratio based on the Weighted Average EPS	13.09	5.16

Notes: The P/E Ratio of the issuer company has been computed by dividing Issue Price with EPS

Industry Price to Earning (P/E)

Particulars	P/E Ratio
Highest	53.02
Lowest	25.16
Average	39.09

3. Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Financial Information

Particulars	RONW in %	Weight
Year ended March 31, 2022	33.27%	1
Year ended March 31, 2023	67.39%	2
Year ended March 31, 2024	43.75%	3
Weighted Average	49.88%	

Weighted average: Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. $[(Return\ on\ Net\ Worth \times Weight)\ for\ each\ year] / [Total\ of\ weights]$

Note: Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. Net Assets Value

Particulars	With Retrospective Effect of Bonus#	As per Restated (Book Value)
Net Asset Value per Equity Share as of March 31, 2025	21.51	21.51
Net Asset Value per Equity Share after the Issue	44.73	
Issue Price per equity share	100.00	

Note: Net Asset Value per equity share represents "total assets less total liability as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period."

5. Comparison with other listed companies/Industry peers:

Name of Company	CMP (in ₹)**	Face Value (in ₹)	EPS Basic	NAV per Equity Share	P/E Ratio	RONW (%)	Revenue from Operation (₹ in Lakhs)
Peer Group**							
Liberty Shoes Limited	419.90	10.00	7.92	130.61	53.02	6.09%	67,548.05
Lehar Footwears Limited	243.90	10.00	6.15	63.60	39.66	9.67%	27,721.28
Sreeleathers Limited	245.30	10.00	9.75	199.57	25.16	4.88%	21,992.71
Issuer Company							
Marc Loire Fashions Limited^	100.00	10.00	9.41	21.51	10.63	43.75%	4,225.74

#Considering the nature and size of business of the Company, the peers may not be exactly comparable. Hence a strict comparison is not possible. However, the above companies have been included for broader comparison.

^ Based on full completed financial year ended on March 31, 2025 on Restated basis

*Source for Peer Companies: Financial Result as published (figures as on March 31, 2025)

** CMP as on 13/06/2025 for Peer Group and IPO price for Issuer Company.

Annexure B

Key Operational and Financial Performance Indicators:

Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of the Issuer Company

a. Financial KPIs of Issuer Company:

₹ in lakhs except percentage and ratios

Particulars	31-03-2025	31-03-2024	31-03-2023
Total Income	4,246.42	4,040.07	3,743.72
Growth (%)	5.11%	7.92%	43.86%
Revenue from Operation	4,225.74	4,020.30	3,741.62
EBITDA (Operating Profit)	629.93	533.52	87.33
EBITDA Margin (%)	14.91%	13.27%	2.33%
PAT	470.54	407.69	65.63
Growth (%)	15.41%	521.18%	218.75%
PAT Margin (%)	11.08%	10.09%	1.75%
EPS (Basic & Diluted) - (As per end of Restated period)	9.41	40.77	6.56
EPS (Basic & Diluted) - (Post Bonus with retrospective effect)	9.41	8.15	1.31
Total Borrowings	2.53	147.74	0.00
Total Net Worth (TNW)	1075.51	604.98	197.28
ROCE (%)	60.56%	91.45%	44.75%
RONW (%)	43.75%	67.39%	33.27%
Debt Equity Ratio (Total Borrowing/TNW)	0.00	0.24	-

b. Comparison of KPIs with listed Industry Peers:

Considering the nature and product manufactured by the issuer company, turnover and size of business of the issuer Company, the peer companies mentioned below are not strictly comparable. However, the below mentioned listed company have been taken into consideration as peer comparative listed companies and has been included for broad comparison only.

₹ in lakhs except percentage and ratios

Particulars	Liberty Shoes Limited		
	31-03-2025	31-03-2024	31-03-2023
Total Income	67,577.73	63,724.83	65,450.12
Growth (%)	6.05	(2.64)	34.09
Revenue from Operation	67,548.05	63,685.92	65,432.70
EBITDA (Operating Profit)	6,921.23	6,040.19	5,547.99
EBITDA Margin (%)	10.25%	9.48%	8.48%
PAT	1,356.12	1,115.75	1,291.11
Growth (%)	21.54%	-13.58%	475.64%
PAT Margin (%)	2.01%	1.75%	1.97%
EPS (Basic & Diluted)	7.92	6.40	7.88
Total Borrowings	7,436.67	7,049.01	8,704.29
Total Net Worth (TNW)	22,255.61	20,906.79	19,816.93
ROCE (%)	--	9.38%	8.37%
RONW (%)	6.09%	5.34%	6.52%
Debt Equity Ratio (Total Borrowing/TNW)	0.33	0.34	0.44

Particulars	Lehar Footwears Limited		
	31-03-2025	31-03-2024	31-03-2023
Total Income	27,748.00	19,508.81	20,330.87
Growth (%)	42.23	(4.04)	46.45
Revenue from Operation	27,721.28	19,426.04	20,254.87
EBITDA (Operating Profit)	2,613.10	1,872.72	1,463.65
EBITDA Margin (%)	9.43%	9.64%	7.23%
PAT	1,086.90	655.81	512.99
Growth (%)	65.73%	27.84%	104.75%
PAT Margin (%)	3.92%	3.36%	2.52%
EPS (Basic & Diluted)	6.15	4.02	3.72
Total Borrowings	6,385.53	6,679.97	6,448.44
Total Net Worth (TNW)	11,244.60	10,229.98	8,886.23
RONW (%)	9.67%	6.41%	5.77%
ROCE (%)	--	12.14%	10.30%
Debt Equity Ratio (Total Borrowing/TNW)	0.57	0.65	0.73

Particulars	Sreeleathers Limited		
	31-03-2024	31-03-2023	31-03-2022
Total Income	22,144.64	21,824.30	20,023.53
Growth (%)	1.47	8.99	63.53
Revenue from Operation	21,992.71	21,767.53	19,964.30
EBITDA (Operating Profit)	3,159.64	3,756.48	3,586.83
EBITDA Margin (%)	14.37%	17.26%	17.97%
PAT	2,257.13	2,684.50	2,561.61
Growth (%)	-15.92%	4.80%	54.94%
PAT Margin (%)	10.19%	12.30%	12.79%
EPS (Basic & Diluted)	9.75	11.59	11.06
Total Borrowings	-	-	-
Total Net Worth (TNW)	46,209.91	41,751.10	37,184.26
ROCE (%)	--	14.14%	12.28%
RONW (%)	4.88%	6.43%	6.89%
Debt Equity Ratio (Total Borrowing/TNW)	-	-	-

Explanation for the Key Performance Indicators

1. Total Income means Revenue from Operations and Other Incomes as appeared in the Restated Financial Statements;
2. Total Income Growth (%) is calculated as a percentage of Total Income of the relevant period minus Total Income of the preceding period, divided by Total Income of the preceding period.
3. Revenue from operations means Revenue from Operations as appearing in the Restated Financial Statements;
4. EBITDA (operating profit) means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation and amortisation and reducing other income;
5. EBITDA Margin is calculated as EBITDA (operating profit) as a percentage of revenue from operations;
6. PAT represents total profit after tax for the year / period;



7. PAT Growth (%) is calculated as a percentage of PAT of the relevant period minus PAT of the preceding period, divided by PAT of the preceding period.
8. PAT Margin is calculated as PAT divided by total income;
9. Basic and Diluted EPS = PAT divided by weighted average no. of equity shares outstanding during the year / period, as adjusted for changes in capital due to Bonus issue of equity shares; For Diluted EPS, the weighted no. of shares shall include the impact of potential convertible securities;
10. Total Borrowings are calculated as total of current and non-current borrowings;
11. "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per SEBI ICDR Regulations;
12. "ROCE%" is calculated by dividing total Capital Employed from EBIT i.e. Earnings before Interest and Taxation. Capital Employed is total assets less current liabilities.
13. "RONW" is calculated Profit after Tax for the period / Net Worth
14. Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & noncurrent borrowings; total equity means sum of equity share capital and other equity;

Explanation for Key Performance Indicators metrics

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of issuer Company:

KPI	Explanation
Total Income	Total income is used by the management to track revenue from operations and other income.
Total Income Growth (%)	Total Income growth provides information regarding the growth of the Total Income for the respective period
Revenue from Operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of its business
EBITDA (Operating Profit)	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of the business
PAT	Profit After Tax (PAT) for the year / period provides information regarding the overall profitability of the business
PAT Growth (%)	Profit after tax growth provides information regarding the growth of the operational performance for the respective period
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of the business
EPS (Basic & Diluted) (%)	EPS provide information on per share profitability of the Company which helps us in taking key corporate finance decisions
Total Borrowings	Total Borrowings is used by us to track the leverage position on time to time
Net Worth	Net worth is used to track the book value and overall value of shareholders' equity
ROCE	ROCE provides how efficiently the Company generates earnings from the capital employed in the business.
RONW	RONW provides how efficiently the Company generates earnings for the equity shareholders of the Company.
Debt Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers

6. Weighted Average Cost of Acquisition:

(a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

There have been no issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

(b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

There have been no secondary sale/ acquisitions of Equity Shares, where the Promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(c) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)

Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group members or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to irrespective of the size of transactions, is as below:

Primary Transaction:

Date of Allotment	No. of Equity Shares	Face Value (in ₹)	Issue Price (in ₹)	Nature/Reason of Allotment	Nature of Consideration	Total Consideration (in ₹)
06-09-2024	40,00,000*	10.00	--	Bonus Issue	Other than Cash	-
Total	40,00,000					-
Weighted Average Cost of Acquisition (WACA) per Equity Share						-

* Company has issued Bonus Share in the ratio of (4:1) i.e., Four Equity Shares for every One fully paid-up equity share held by existing shareholders of Face Value Rs. 10/- each.

Secondary Transaction:

Date of Allotment/ Transfer	No. of Equity Shares	Face Value (in ₹)	Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹)	Nature of acquisition (Allotment/ Acquired/ transfer)	Nature of Consideration	Percentage of Pre-Issue Equity Share Capital (%)
Nil						

(d) Weighted Average Cost of Acquisition and Offer Price

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Offer Price (i.e. ₹ 100/-)
Weighted average cost of acquisition of primary / new issue as per paragraph 7(a) above.	--	--
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 7(b) above.	--	--
Weighted average cost of acquisition of primary issuances /secondary transactions as per paragraph 8(c) above	--	--

7. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue Price of ₹ 100/- per Equity Share is 10.0 times of the face value.
8. The Issue Price of ₹ 100/- is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled **“Risk Factors”**, and chapters titled **“Our Business”** and **“Financial Statements as Restated”** beginning on page no. [●], [●] and [●], respectively of this Prospectus.

The information for the issuance of this certificate is true and correct to the best of our knowledge and belief and nothing has been concealed or misrepresented. This Certificate has been issued at the specific request of Management of the Company for their proposed IPO and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

We also authorise you to deliver a copy of this letter of consent pursuant to the provisions of the Companies Act, 2013 to SEBI, ROC and the stock exchanges or any other regulatory authorities as required by law.

Page nos. [●] will be updated in the Prospectus at the time of finalizations.

Thanking You,
For SPMG & Company
Chartered Accountants
FRN: 509249C



Shilpi Jain
Designation: Partner
Membership Number: 531054
Place: Delhi
Date: June 13, 2025
UDIN: 25531054BMZWFK8766

