46th ANNUAL REPORT 2025-26

Vardhman Polytex Limited

An Oswal Group® Company

Message from Chairman & Managing Director

Dear Shareholders,

It gives me pleasure to connect with you through the Annual Report for the financial year 2025–26. On behalf of the Board of Directors, I extend my sincere gratitude to all our shareholders for your continued trust, confidence, and unwavering support during another challenging year for the Company.

The financial year 2025–26 continued to be challenging for the Company. The Company witnessed a decline in its revenue from operations as well as profitability compared to the previous financial year. This was due to lower and irregular production at our Nalagarh manufacturing unit, coupled with liquidity constraints which adversely impacted the Company's operational and financial performance. At present, the Nalagarh manufacturing unit remains our only operational manufacturing facility.

Improving liquidity and strengthening the Company's balance sheet remain key priorities for the management. In this direction, the Company continues to actively evaluate opportunities to unlock the real estate potential of its land parcels situated at Bathinda and Ludhiana. Unlocking the latent value of these assets, subject to necessary approvals and favourable market conditions, is expected to significantly streamline the Company's cash flows, reduce debt liabilities, and strengthen its overall financial position. This initiative, together with our continued focus on operational efficiencies, prudent financial management, and optimal resource utilization, is expected to enhance the Company's financial flexibility and support sustainable long-term value creation for all stakeholders.

I place on record my sincere appreciation for the dedication and commitment of our employees and thank our customers, suppliers, bankers, business associates, and all other stakeholders for their continued trust and support during the year.

I also express my heartfelt gratitude to our shareholders and debenture holders for your continued confidence and patience. We remain committed to strengthening the Company's financial and operational performance and creating sustainable long-term value with the continued support of all our stakeholders.

Warm regards,

Adish Oswal
Chairman & Managing Director

BOARD OF DIRECTORS

Mr. Adish Oswal	- *Chairman & Managing Director*
Mrs. Manju Oswal	- *Director*
Mr. Suresh Kumar Banka	- *Director*
Mr. Sagar Bhatia	- *Independent Director (upto 03.12.2025)*
Mrs. Sanchi Taneja	- *Independent Director*
Mr. Rohit Jain	- *Independent Director*
Mr. Shubham Jain	- *Independent Director (w.e.f. 03.12.2025)*

CHIEF FINANCIAL OFFICER

Mr. Radhamohan Soni

COMPANY SECRETARY

Mr. Ajay K. Ratra

STATUTORY AUDITORS

M/s Navneet Sehgal & Co.
Civil Lines, Ludhiana

REGISTERED & CORPORATE OFFICE

Vardhman Park, Chandigarh Road,
Ludhiana-141123
Phones: +91-161-6629888
E-mail: info@vpl.in
Website: www.vpl.in
CIN: L17122PB1980PLC004242

WORKS

Vardhman Polytex Limited,
Village Nangal Nihla/Upperla,
Swarghat Road, Nalagarh-174101 (H.P.)

DEBENTURE TRUSTEE

Catalyst Trusteeship Limited
901, 9th Floor, Tower B,
Peninsula Business Park,
Senapati Bapat Marg,
Lower Parel (W), Mumbai- 400013
Phone: +91 22 4922 0555
Email: compliancectl-mumbai@ctltrustee.com

BRANCH OFFICES

305, Ansal Bhawan, 16, K.G. Marg,
New Delhi-110001
Phones: +91-11-41520176
Fax: +91-11-23312477

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Limited
1E/13, Alankit Heights,
Jhandewalan Extension,
New Delhi-110055
Phones: +91-11-42541234, 23541234
Fax: +91-11-41543474

Contents — Page No.

Notice 01

Board's Report 07

Management Discussion & Analysis Report 25

Corporate Governance Report 30

Auditor's Report 43

Balance Sheet 52

Statement of Profit and Loss 53

Cash Flow Statement 54

Notes to Accounts 57

NOTICE

NOTICE is hereby given that the **46th Annual General Meeting (AGM)** of the members of Vardhman Polytex Limited will be held on **Thursday, 24th September, 2026 at 11:00 AM** at the registered office: Vardhman Park, Chandigarh Road, Ludhiana-141123 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, together with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Manju Oswal (DIN-00009449), who retires by rotation in accordance with Articles of Association and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2027**

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there-under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ramanath Iyer & Company, New Delhi appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027, be paid the remuneration of Rs. 1,45,000/- per year plus taxes and out-of-pocket expenses.

   RESOLVED FURTHER THAT Mr. Adish Oswal, Chairman & Managing Director and /or Mr. Ajay K. Ratra, Company Secretary be and are hereby authorized to file necessary forms with MCA/ ROC and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

By Order of the Board

Sd/-
Ajay K. Ratra
Company Secretary

Place: Ludhiana
Date : August 10, 2026

NOTES:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.* The proxy, in order to be effective, must be received by the company not less than 48 hours before the commencement of the meeting. The blank proxy form is enclosed.

   However, a person can act as proxy on behalf of not more than fifty (50) members or holding in the aggregate not more than ten percent (10 %) of the total share capital of the company.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of items specified in special business and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, regarding the directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 22nd September, 2026 to Thursday, 24th September, 2026 (Both days inclusive).
4. The copies of relevant documents are open for inspection at the Registered Office of the Company on all working day between 10.30 A.M. to 12.30 P.M. upto the date of the Annual General Meeting.
5. Members desiring any information as regards to accounts are requested to write to the Company at secretarial@vpl.in at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
6. Khanna Ashwani and Associates, Company Secretaries, has been appointed as scrutinizer to scrutinize the voting process and voting at the meeting.
7. Members holding shares in the same/identical name(s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/RTA of the Company.
8. In support of the Green Initiative and in compliance with the MCA general circular no. 03/2025 dated 22.09.2025 your Company proposes to send the documents like Notice calling the Annual General Meeting and Annual Report 2025-26 containing Financial Statements, Director's Report etc. and other communications in electronic form only to the members whose email addresses are registered with the Company/ Depository Participant(s).

   Furthermore, in accordance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 effective from 13.12.2024, a letter, containing the web-link, including the exact path, where complete details of the Annual Report is available, is being issued to the shareholders whose email addresses are not registered with the company or any depository.
9. The Notice of AGM can also be accessed from the website of the company at www.vpl.in and from Stock Exchanges at www.bseindia.com and www.nseindia.com . The AGM Notice is also disseminated on the website of CDSL at www.evotingindia.com

10. Voting Instructions:

a) 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 other MCA Circulars, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i) The voting period begins on Monday, 21st September, 2026 (09:00 A.M.) and ends on Wednesday, 23rd September, 2026 (05:00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 17.09.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

***Step 1**: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.*

iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & My Easi New (Token) 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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
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 and 022 - 2499 7000

***Step 2**: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.*

v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix) Click on the ***EVSN: 260811017*** *for* ***Vardhman Polytex Limited.***

x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@vpl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

On the recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s. Ramanath Iyer & Co., New Delhi, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

The Board recommends the Ordinary resolution set forth in Item No. 3 for the approval of the members.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board

Sd/-
Ajay K. Ratra
Company Secretary

Place: Ludhiana
Date : August 10, 2026

ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2:

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standards-2 on General Meetings the particulars of Directors who are proposed to be appointed or reappointed are given below:

Name of Director	Mrs. Manju Oswal
DIN	00009449
Date of Birth	04.08.1957
Date of First Appointment at Board	12.08.2017
Expertise in specific functional area	Wide Experience in Textile Industry
Appointment/Re-appointment	Re-appointment due to retiring by rotation
No. of equity shares held in VPL	5,26,940 equity shares
Qualification	Graduation
Board Meetings attended during the year	11 Board Meetings
Directorship of other companies as on 31st March, 2026	1. Nightnagle Dealcom Private Limited 2. Enakshi Investments Private Limited 3. Liberty Mercantile Company Pvt. Ltd.
Chairmanship /Membership of Committees of other Companies as on 31st March, 2026	NIL
Relationship with other Directors, Manager and KMP	Mother of Mr. Adish Oswal, Chairman & Managing Director
Terms & conditions of appointment and reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person.	As per Nomination and Remuneration Policy of the company, being Non-Executive Director, she is not drawing any remuneration from the company. However, she is getting sitting fees for attending the meetings.
Listed Entities from which he/ she has resigned in the last 3 years	NIL

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 46th Annual Report of Vardhman Polytex Limited ("the Company") along with the Audited Financial Statements for the Financial Year ended 31st March, 2026.

1. *Financial Highlights*

(₹ in Lakhs)

PARTICULARS	2025-26	2024-25
Revenue from operations	23,670.39	28,498.24
Other Income	917.20	2,608.50
Total Income (1)	**24,587.59**	**31,106.75**
Expenses		
Cost of material consumed	16,056.21	20,017.43
Purchase of traded goods	5,027.29	3,896.20
Changes in inventories of finished goods	(3,458.56)	(3,096.56)
Employee benefit expense	1,625.02	2,531.96
Finance costs	898.50	1,407.78
Depreciation and amortization expense	671.99	898.34
Other expenses	2,999.02	3,959.20
Total Expenses (2)	**23,819.46**	**29,614.35**
Profit from operation before exceptional item and Tax (1-2)	768.13	1,492.40
Exceptional Items: Income/(Loss)	-	-
Profit before Tax	**768.13**	**1,492.40**
Less: Tax Expenses:		
Current Tax	-	-
Deferred Tax (Credit)	-	-
Profit after Tax	**768.13**	**1,492.40**
Other Comprehensive Income:		
Re-measurement of defined benefit obligation	(17.85)	27.73
Total Comprehensive Income for the Period	**750.28**	**1520.13**
Earnings Per Share:		
Basic	0.17	0.45
Diluted	0.17	0.45

Financial Performance & Review

The Company previously operated three manufacturing facilities located at Nalagarh (Himachal Pradesh), Ludhiana (Punjab), and Bathinda (Punjab) for the manufacture of yarn. During the financial year under review, manufacturing operations continued only at the Nalagarh unit.

During the financial year 2025–26, the Company recorded revenue from operations of Rs. 23,670.39 lakhs, as compared to Rs. 28,498.24 lakhs in the previous financial year, representing a decline of 16.94%. The decrease in revenue was primarily attributable to lower and intermittent production at the Nalagarh manufacturing facility during the year. Consequent to the decline in operating revenue, the Company's Profit Before Tax (PBT) stood at Rs. 768.13 lakhs for FY 2025–26, as against Rs. 1,492.40 lakhs in FY 2024–25. The reduction in profitability was mainly on account of lower production volumes and the corresponding decline in operating income.

Earlier, the Company had accepted/ signed the Letter of Acceptances (LOA) of Phoenix ARC Private Limited ("Phoenix") for restructuring of debt and the debt was repayable in monthly installments upto September, 2026 as per repayment schedule of LOA. However, during the month of April 2026, Phoenix was paid off via issuance of Secured, rated, listed and redeemable Non-Convertible Debentures (NCDs) on private placement basis to Special Situation India Fund. NCDs are redeemable upto 31st March 2031.

Consolidated Financial Statements

Consolidated Financial Statements are not required as there is no subsidiary/ associate/ joint venture of the company.

2. *Change in Nature of Business*

During the year under review, there was no change in the nature of Business.

3. *Associate, Joint Venture and Subsidiaries*

There is no Subsidiary, Associate Company and Joint Venture of the Company.

4. *Material Subsidiaries:*

The Board of Directors of the Company in its meeting had approved the policy for determining Material Subsidiaries. At present the Company does not have any Subsidiary/ Material Subsidiary. The Policy on Material Subsidiary has been posted on the website of the Company at the following link: https://www.oswalgroup.com/images/recordupload/determination-of-material-subsidiary-policy-2022.pdf

5. *Transfer to Reserves*

The Company has not transferred any amount to the General Reserves during the year under review.

6. *Dividend*

Board of directors of the Company did not recommend any dividend for the year ended 31st March, 2026.

7. *Directors & Key Managerial Personnel*

Mrs. Manju Oswal is retiring by rotation at the ensuing Annual General Meeting (AGM), and being eligible, offers herself for re-appointment. The board recommends her re-appointment in the forthcoming AGM.

The detailed section on 'Board of Directors' is given in the separate section titled 'Corporate Governance Report' forming part of this Annual Report.

8. *Declaration of Independence*

The Board has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and regulation 16 of SEBI (LODR) Regulations, 2015. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made thereunder and are Independent of the management.

9. *Number of Board Meetings*

During the year ended 31st March, 2026, fourteen (14) meetings of the Board were held on the following mentioned dates:

SR. NO.	DATE OF BOARD MEETINGS
1	30-05-2025
2	28-07-2025
3	13-08-2025
4	15-09-2025
5	14-11-2025
6	03-12-2025
7	19-01-2026
8	14-02-2026
9	17-03-2026
10	19-03-2026
11	23-03-2026
12	24-03-2026
13	25-03-2026
14	26-03-2026

10. *Mechanism for evaluation of board, committees and individual directors*

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (LODR) regulations, 2015, a structured procedure was adopted after taking into consideration the various aspects of the Board's functioning, composition of the Board and its various Committees, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed in time. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expresses its satisfaction with the evaluation process.

The Nomination and Remuneration ("NR") Committee has laid down proper criteria and procedure to evaluate and scrutinize performance of the Chairperson, each Executive, Non-Executive and Independent director, Board as a whole and its Committees.

The Independent Directors in their meeting held on 14.02.2026, through discussion, evaluated the performance of non independent directors, Board, Managing Director and Executive Directors except the director being evaluated. The minutes of the said meeting were submitted to Chairman of the Company and also placed before the Board for their consideration. The Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholders' Relationship Committee.

While evaluating the performance, the following points were considered:

i. Participation in Board Meetings and Board Committee Meetings.

ii. Managing relationship with other directors and management.

iii. Knowledge and Skill i.e., understanding of duties, responsibilities, refreshment of knowledge, knowledge of industry, ability to listens and to present their views.

iv. Personal attributes like maintain high standard of ethics and integrity.

v. Strategic perspectives or inputs regarding future growth of Company and its performance.

11. *Familiarization programme for Independent Directors*

During FY 2025-26, the Board including all Independent Directors were explained about their roles, rights, and responsibilities in the Company through detailed presentations as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board including all Independent Directors was provided with relevant documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices from time to time besides regular briefing by the members of the Senior Leadership Team. The Familiarization programme for Independent Directors is posted on the website www.vpl.in and can be viewed at the following weblink: https://www.oswalgroup.com/pdf/disclosure/Familiarisation_Program-new.pdf

12. *Remuneration Policy*

Your Company has set up a Nomination and Remuneration ('NR') Committee pursuant to Section 178 of the Act which has formulated a policy for Directors' Appointment and remuneration for Directors, KMP and other employees. They have also developed the criteria for determining qualifications, positive attributes and independence of a Director including making payments to Non-Executive Directors.

NR Committee takes into consideration the best remuneration practices being followed in the industry while fixing appropriate remuneration packages. Further the compensation package for Directors, Key Managerial Personnel, Senior Management and other employees are designed based on the following set of principles:

- Aligning key executive and Board remuneration with the long term interests of the Company and its shareholders;
- Minimise complexity and ensure transparency;
- Link to long term strategy as well as annual business performance of the Company;
- Promotes a culture of meritocracy and is linked to key performance and business drivers;
- Reflective of line expertise, market competitiveness so as to attract the best talent.

Your directors affirm that the remuneration paid to employees, KMP and Directors is as per the Remuneration Policy of the Company. The Remuneration Policy of the Company is enclosed as *Annexure- A*.

13. Directors' Responsibility Statement

Pursuant to Section 134 of the Act, the Directors state that:

a) in the preparation of the annual accounts for the Financial Year ended 31st March, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) appropriate accounting policies have been selected and applied consistently by and have 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 as at 31st March, 2026 and of the profit and loss of the Company for the year ended 31st March, 2026;

c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual accounts for the financial year ended 31st March, 2026 have been prepared on a going concern basis;

e) proper internal financial controls were followed by the Company and such internal financial controls are adequate and were operating effectively; and

f) proper systems are devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Management Discussions and Analysis Report

Management Discussions and Analysis Report as required, pursuant to Schedule V of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed and forms part of this Report.

15. Reporting of Fraud by Auditors

During the year under review, Statutory Auditors, Internal Auditors, Secretarial Auditors and Cost Auditors have not reported any instances of fraud committed in the Company by its officers or Employees to the Audit Committee under Section 143(12) of the Companies Act.

16. Amounts due to micro, small and medium enterprises

Based on the information available with the company regarding the status of the suppliers under the MSME, there are no dues outstanding to Micro and Small Enterprises as at 31st March 2026.

17. Corporate Governance

The Company has complied with the Corporate Governance requirements, as stipulated in Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. A separate section on Corporate Governance along with a certificate from the Auditors of the Company confirming the compliance is annexed and forms part of this Report.

The Board has also evolved and adopted a Code of Conduct based on the principles of Good Corporate Governance and best management practices being followed globally. The Code of Conduct is available on the Company's website at www.vpl.in and can be viewed at: https://www.oswalgroup.com/images/recordupload/Code-of-Conduct-or-Ethics-Policy.pdf

18. Material Changes and commitments

Save as mentioned below and elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company i.e., 31st March, 2026 and the date of this Report.

During the month of April 2026, the company has issued Secured, rated, listed and redeemable Non-Convertible Debentures (NCDs) for an amount of Rs.75 Crores on private placement basis to Special Situation India Fund and debt outstanding to Phoenix ARC was paid off out of the proceeds of NCDs. In May 2026, Optionally Convertible Debentures (OCDs) for an amount of Rs.15 Crores were issued to Special Situation India Fund.

19. Disclosure under the Human Immunodeficiency Virus and Acquired Immune Deficiency Syndrome (Prevention and Control) Act, 2017

During the year under review, no complaints were received under the Human Immunodeficiency Virus and Acquired Immune Deficiency Syndrome (Prevention and Control) Act, 2017.

20. Changes in Capital Structure

During the FY 2025-26, capital structure of the company has been changed in the following manner:

Out of 4,95,25,000 convertible warrants pending for conversion, 2,41,25,000 equity shares of Re. 1 each have been allotted upon conversion of 2,41,25,000 warrants during the last quarter of the FY 2026, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. Consequently, Paid-up capital of the company has been increased to Rs.48,30,19,004 /- consisting of 48,30,19,004 equity shares having of Re.1 each as on 31.03.2026. As on date, 2,54,00,000 convertible warrants are pending for conversion according to the terms.

21. *Application/ any proceeding pending under the Insolvency & Bankruptcy Code, 2016*

During the year under review, neither any application was made nor any proceeding pending under the Insolvency & Bankruptcy Code, 2016 against the company.

22. *Details of difference between amount of the valuation done at the time of One Time settlement (OTS) and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof*

Not Applicable as no OTS was done during FY 2025-26.

23. *Particulars of loans, guarantees and investments u/s 186*

Amount outstanding as on March 31, 2026

(₹ In Lakh)

Particulars	Amount
Loans given	Nil
Guarantees given	Nil
Investments	0.62

During the FY 2025-26, there are no transactions pertaining to Loans, Guarantees given or Investments made.

24. *Related Party Transactions*

During FY 2025-26, all contracts/ arrangements/ transactions entered into by your Company with related parties under Section 188(1) of the Act were in the ordinary course of business and on an arm's length basis. During the year, your Company has not entered into any transactions with related parties which could be considered 'material' as per Regulation 23 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015. Disclosure in AOC-2 is being attached herewith.

Further, during FY 2025-26, there were no materially significant related party transactions made by your Company with the Promoters, Directors, Key Managerial Personnel or other designated persons, which might have potential conflict with the interest of the Company at large.

All related party transactions are placed before the Audit Committee for its approval. During the year under review, the Audit Committee has approved transactions through the Omnibus mode in accordance with the provisions of the Act and Listing Regulations. Related party transactions were disclosed to the Board on regular basis as per IND AS 24. Details of related party transactions as per IND AS 24 may be referred to in Note 44 of the Financial Statements.

The policy on Related Party Transactions is available on the Company's website at www.vpl.in and can be viewed at: https://www.oswalgroup.com/pdf/disclosure/policy-on-related-party-transactions-2025.pdf

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company except the remuneration received by respective directors.

25. *Risk Management System*

Your Company follows a comprehensive system of Risk Management and has adopted a procedure for risk assessment and its minimization. It ensures that all the risks are timely defined and mitigated in accordance with the Risk Management Process, including identification of elements of risk which might threaten the existence of the Company. Your Company intensely monitors the Risk Management Process in the Company and the same is periodically reviewed by the Board. The risk management policy of the company is placed at the website of the company www.vpl.in and can be viewed at: https://www.oswalgroup.com/images/recordupload/risk-management-policy.pdf

26. *Vigil Mechanism/ Whistle Blower Policy*

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a vigil mechanism/ whistle blower policy wherein the employees are free to report violation of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of person reporting violation is maintained and he is not subjected to any discriminatory practice. No personnel has been denied access to the chairman of Audit Committee. The vigil mechanism policy is available at Company's website www.vpl.in and can be viewed at: https://www.oswalgroup.com/images/recordupload/vigil-mechanism-policy.pdf

27. *Internal financial controls & their adequacy*

The Company has a proper and adequate system of internal controls. This ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. An extensive programme of internal audits and management reviews supplements the process of internal control. Internal Audit Reports along with the management response/action plans are reviewed by the Audit Committee, on a quarterly basis. Properly documented policies, guidelines and procedures are laid down for this purpose. The internal control system has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

28. *Insider Trading Code*

In compliance with the SEBI regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code laid down guidelines, which advised them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on consequences of non-compliances.

Further, the Company has put in place a Code of practices and procedures of fair disclosures of unpublished price sensitive information. Both the aforesaid Codes are in lines with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The code of conduct of the company for prevention of insider trading is placed at the website of the company under the following link: https://www.oswalgroup.com/images/recorduplload/code-for-prevention-of-insider-trading-2607.pdf

29. *Corporate Social Responsibility*

In accordance with the requirements of Section 135 of Companies Act, 2013, your Company has a Corporate Social Responsibility (CSR) Committee, which comprises following directors as on 31st March, 2026:

Sr. No.	Name of Director	Designation in the Committee
1.	Mr. Adish Oswal	Chairman
2.	Mrs. Manju Oswal	Member
3.	Mrs. Sanchi Taneja	Member

The Company considers Corporate Social Responsibility (CSR) as social obligation, sustainable development, regulatory environment, human resource management, safety health & environment and a part of Corporate Governance and accordingly your Company has formulated a Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at www.vpl.in and can be accessed at the link: https://www.oswalgroup.com/images/recorduplload/CSR-Policy-2021.pdf

The company undertake to do the following activities:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water:
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;
- Measures for the benefit of armed forces veterans, war widows and their dependents Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Schedule Caste, Tribes, other backward classes, minorities and women;
- Contributions to incubators or research and development projects in the field of Science, technology, engineering and medicine, funded by Central Government of State Government or Public sector undertaking or any agency of Central Government of State Government and
- Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
- Rural development projects
- Slum area development.
- Disaster management, including relief, rehabilitation and reconstruction activities.

The Annual Report on Corporate Social Responsibility Activities is annexed herewith as *Annexure- B* and forms an integral part of this report.

30. *Audit Committee*

The Audit Committee of the Company comprised of the following Non-Executive and Independent Directors as on 31st March, 2026:

1	Mrs. Sanchi Taneja	Chairperson
2	Mrs. Manju Oswal	Member
3	Mr. Rohit Jain	Member

The details about Audit Committee and its terms of reference etc. have been given in Corporate Governance Report. During the Year under review, there was no such recommendation of the Audit Committee which was not accepted by the Board.

31. Auditors:

i) Statutory Auditors and Audit Report

M/s Navneet Sehgal & Co, Chartered Accountants, Ludhiana (Firm Registration No. 008199N) have been appointed as Statutory Auditors of the Company at the 45th AGM held on 28.08.2025 to hold the office for a period of five years till the conclusion of 50th AGM to be held in 2030.

The Auditors' Report for FY 2025-26 does not contain any qualifications, reservations or adverse remarks, which require explanations/comments by the Board.

ii) Secretarial Auditors

M/s Harshit Arora and Associates, Practising Company Secretaries have been appointed as Secretarial Auditors of the company at the 45th AGM held on 28.08.2025 to hold the office for a period of five years till the conclusion of 50th AGM to be held in 2030.

The Secretarial Audit Report for the Financial Year ended 31st March, 2026 is annexed herewith as '**Annexure- C**', which forms part of this report. There has been no qualification, reservation, adverse remarks or disclaimer given by the Secretarial Auditors in their Report.

iii) Cost Auditors

M/s Ramanath Iyer & Company, Cost Accountants, New Delhi have been appointed as the Cost Auditors of the Company for FY 2025-26 to audit the cost accounts of the Company. The Board of Directors has re-appointed M/s Ramanath Iyer & Company, Cost Accountants, New Delhi, as the Cost Auditors of the Company to conduct cost audit for the financial year ended 31st March, 2027. As per the requirement of Section 148 of the Companies Act, 2013 read with rules made there under, the remuneration to be paid to them is placed for the ratification by the members at this ensuing Annual General Meeting. The company has maintained cost records as prescribed under the Companies Act.

32. Compliance to Secretarial Standards

The company has duly complied with the applicable Secretarial Standards during the FY 2025-26.

33. Deposits from Public

The Company has not accepted any deposits from public during the year and as such no amount on account of principal or interest on public deposits was outstanding as on the date of balance-sheet.

34. Listing of securities

The shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited. The Company has paid annual listing fee to exchanges for the year 2025-26 and also for the year 2026-27.

During the month of April 2026, company has issued Secured, Rated, Listed and Redeemable Non-Convertible Debentures (NCDs) for an amount of Rs. 75 Crore on private placement basis to Special Situation India Fund. NCDs are redeemable upto 31st March, 2031. Listing fee in respect of NCDs has been paid to BSE.

35. Human Resources Management

Your Company gives utmost importance to human resource. It considers "Human Resource as Human Capital" and believes in the development of Human Resource. The Company strongly believes in the Performance Management System and always tries to explore and tap high potential at the Group level to meet new challenges and competition. Our main tool is training and developing talent at various levels. Internal and external trainings are regularly organized for the development of the members/ employees.

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as '**Annexure-D**'.

36. Safety, Health & Environment

The Company's top priority is safety, with regard to employment. It encourages safety measures at all operational levels, especially at floor level. Regular training programs are conducted to create awareness about the importance of safety at work. Medical Camps are organized periodically for welfare of the members. Additionally, regular medical facilities are also provided to them.

37. Prevention of Sexual Harassment at workplace

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy. Internal Complaints Committee has been framed to redress complaints of sexual harassment. The Company has not received any compliant related to sexual harassment during the year.

38. Energy conservation, technology absorption and foreign exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as '**Annexure- E**'.

39. Annual Return

The Annual Return (Form MGT-7), as required under Section 92 of the Act read with rules, is available on the Company's website viz: https://www.oswalgroup.com/images/recordupload/Annual_Report_2025.pdf

40. Company Petition

Vardhman Polytex Ltd (VPL) being erstwhile holding company of FM Hammerle Textiles Limited had filed a petition u/s 397, 398 of the erstwhile Companies Act, 1956 in the Hon'ble Company Law Board, Principal Bench, New Delhi against minority shareholder of FMH- Maschinen Umwelttechnik Transportanlagen Gesellschaft mbH, Austria [(MUT)- another shareholder], IRIS Textile GmbH (erstwhile foreign Collaborator), Mr. Josef Hahnl, Director and Mr. Ishwinder Maddh (erstwhile Alternate director to Mr. Josef Hahnl) alleging that the activities and acts of Mr. Josef Hahnl and Mr. Ishwinder Maddh are in the manner oppressive to VPL. VPL also filed petition before the CLB to declare that allotment of 1,90,15,920 shares to IRIS (presently held by MUT) as void ab initio for want of consideration and rectify the register by cancelling the allotment made to IRIS. In furtherance of the petition filed by the Company, the MUT filed an application against OFMHT for oppression and mismanagement. The Company Law Board (CLB) vide its consolidated order dated 13.08.2015 has dismissed all the petitions. The matter pertaining to rectification of register of members was disposed off against VPL. The same was challenged before the Punjab & Haryana High Court at Chandigarh and a stay was granted in the matter by the Hon'ble High Court. In response to the order of CLB dated 13.08.2015, Hahnl Group filed two applications at CLB for execution of above CLB order and for amendment/rectification in the order. Also MUT had got an order dated 13.10.2017 from Supreme Court of India for adding Vardhman Polytex limited as a party to purchase the shares pursuant to CLB Order dated 13.08.2015. Punjab & Haryana High Court, Chandigarh vide its interim order dated 04-12-2019 has directed to determine the market value of shares held by minority shareholders of FM Hammerle Textiles Ltd. Resolution plan of FMH was approved on 13.03.2020 by NCLT vide which existing shares of FMH have extinguished. As per Supreme Court order VPL and MUT shared equally the fees paid to E & Y for valuation of shares of FMH and valuation report was duly submitted to Punjab & Haryana High Court at Chandigarh. Later, all appeals/ applications filed with Punjab & Haryana High Court at Chandigarh in this regard have been disposed off. MUT has filed an application with NCLT, Chandigarh for execution of CLB order dated 13.08.2015. The matter is sub judice (Order reserved by NCLT).

41. Significant and material orders passed by the regulators or courts or tribunals

Except as stated in the report, there are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company.

42. Acknowledgements

The Board of Directors places on record its sincere appreciation and gratitude to the Company's customers, vendors, business associates, shareholders, financial institutions, debenture holders, regulatory authorities, and the Central and State Governments for their continued support and cooperation. The Board also acknowledges with deep appreciation the dedication, commitment, and valuable contributions made by the employees of the Company.

For and on behalf of the Board

Sd/-
(Adish Oswal)
Chairman and Managing Director
(DIN-00009710)

Date: August 10, 2026
Place: Ludhiana

ANNEXURE-A

NOMINATION AND REMUNERATION POLICY

APPLICABILITY

The policy is applicable to the Board of Directors, Key Managerial Personnel (KMP), Chief Operating Officer, and Senior Management Personnel (herein after collectively referred as Managerial Personnel) or such other persons of the Company as the committee may deems fit for that purpose.

INTERPRETATION

'Board' shall mean the Board of Directors of the Company, which comprising all executive, non executive, independent director and nominee director.

'Chief Executive Officer' means an officer of a company, who has been designated as such by it.

'Chief Operating Officer' shall mean an employee who has been entrusted responsibility of managing any one or more of Units of the Company.

'Chief Financial Officer' means a person appointed as the Chief Financial Officer of a Company.

'Compliance Officer' means "Company Secretary' of the Company.

'Key Managerial Personnel' in relation to a company means:

- Managing Director, or Chief Executive Officer or manager and in their absence, a Whole Time Director.
- Company Secretary;
- Chief Financial Officer; and
- Such other officer as may be prescribed.

'The Company' shall mean Vardhman Polytex Ltd.

'Executive Director' shall mean and include Company's Managing Director, Functional Directors, and such other Directors who are in full time employment of the Company.

'Independent Director' shall have same meaning as provide in Companies Act, 2013 read with SEBI (LODR) Regulations,2015.

'Non-Executive Director' shall mean those members on Board who are not in whole time employment of the Company.

'Senior Management Personnel' shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

ROLE OF THE COMMITTEE

The role of the Nomination and Remuneration Committee are as under:

1. To identify persons who are qualified to become directors, persons who may be appointed in senior management in accordance with the criteria and to recommend to the Board for their appointment and / or removal.
2. To carry out evaluation of every director's performance.
3. To establish criteria and processes for, and assist the Board and each of its Committees in their performance evaluations.
4. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
5. To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s), based on their performance and defined assessment criteria.
6. To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including:
   - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
   - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
   - the exercise period within which the employee should exercise the option and that the option would lapse on failure to exercise the option within the exercise period;
   - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
   - the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
   - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others; and
   - the granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cash less exercise of options;
   - To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
   - To perform such other functions as may be necessary or appropriate for the performance of its duties.

IMPLEMENTATION OF POLICIES

The Committee will seek to ensure that the remuneration of executive directors (consisting of basic salary, pension benefits and benefits in kind) will be competitive with those in other comparable organizations so as to attract high caliber individuals with relevant experience.

The Committee will ensure that part of the remuneration of executive directors will be based on the financial performance of the Group using predetermined targets so as to motivate and reward successful business performance in the interest of shareholders.

AUTHORITY

The Committee is authorised:

- to seek any information it requires from any employee of any company within the Group in order to perform its duties;

- to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- to call any member of staff to be questioned at a meeting of the Committee as and when required.

FREQUENCY OF MEETINGS

The Committee shall meet as per the requirement of Companies Act, 2013 rules made there under read with requirement of SEBI (LODR) Regulations, 2015.

PRESENCE IN ANNUAL GENERAL MEETING

The Chairman of the Committee or, in his absence any other member of the committee as authorized shall attend the Annual General Meeting.

ANNUAL AFFIRMATION

The policy shall be disclosed in the Board Report of the Company.

CRITERIA TO EVATUATE PERFORMANCE

a) Selection Criteria for Directors

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company:

Skills and Experience: The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.

Age Limit: The candidate should have completed the age of twenty one (21) years and should not have attained the age of seventy (70) years. In case any director has attained age of 70 year, he can be appointed as director with the permission of board.

Conflict of Interest: The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.

Directorship: The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act or under the SEBI (LODR) Regulations, 2015 requirements.

Independence: The candidate proposed to be appointed as independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act or under the SEBI (LODR) Regulations, 2015 requirements.

b) Selection Criteria for Senior Management

"Senior Management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

The policy provides that the candidate should have appropriate qualifications, skills and experience for discharging the role. The qualifications, skills and experience of each such position shall be defined in the job description, which will be maintained by the HR function. Nomination and Remuneration Committee (NRC) of the company is to be involved in appointment of Senior management and remuneration payable to them.

c) Remuneration for Directors, KMP and other Employees

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles:

- Pay for performance: Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The sitting fee shall be paid to Non-Executive Directors to be decided by the Board from time to time.
- Balanced rewards to create sustainable value: The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation.
- Competitive compensation: Total target compensation and benefits are comparable to peer companies in the textile industry and commensurate to the qualifications and experience of the concerned individual.
- Business Ethics: Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

d) Performance Evaluation

The process approved by the Nomination and Remuneration Committee requires the Chairman to initiate the performance evaluation process every year. The performance evaluation is conducted based on approved criteria in the evaluation forms. The process highlights are as under:

a) **Board:** Each Board member completes the self-evaluation form. Independent Directors discuss the self- evaluation forms in a separate meeting and share their feedback with the Chairman of the Company. The Chairman discusses with the entire Board at the Board Meeting.

b) **Committees:** Each Committee member completes the self-evaluation form and shares feedback with the Chairman of the Committee. The Chairman of the Committee discusses the evaluation form analysis with the Managing Director and later with the entire Board at the Board Meeting.

c) **Chairman and Executive Directors**: Each Board member completes the peer valuation form. Independent Directors discuss the peer evaluation forms in a separate meeting and share their feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

d) **Independent Directors:** Each Board member completes the peer evaluation and shares feedback with the Chairman. The Chairman conveys feedback individually to the concerned Directors.

AMENDMENT

The member of the Nomination and Remuneration Committee of the Company has the right to amend or modify this policy in whole or in part, at any time without assigning any reason, whatsoever.

ANNEXURE-B

ANNUAL REPORT ON CSR ACTIVITY

1. ***A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:***

Vardhman Polytex Limited (VPL) believes in corporate excellence and social welfare. This corporate philosophy is the force for integrating Corporate Social Responsibility (CSR) into Company's values, culture, operation and business decisions at all levels of the organization. Being a responsible corporate citizen, VPL has a value system of giving back to society and improving life of the people and the surrounding environment. The Company's CSR initiatives are inspired by the opportunity to contribute to a more secure and sustainable future. VPL believes that the corporate strategy which embraces social developments as an integral part of the business activities ensure long term sustainability of business enterprises. With this belief, the Company is committed to make substantial improvements in the social framework of the nearby community. Looking at the social problems which the country faces today, the contribution by any corporate may look tiny. However, we believe that every such contribution shall bring a big change in our society. VPL will implement CSR programmes through Company personnel, or through external implementing agencies, and ensure proper governance, monitoring and reporting thereof.

The policy is available on the website of Company at https://www.oswalgroup.com/images/recorduplоad/CSR-Policy-2021.pdf

2. ***Composition of CSR Committee***

Sr. 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	Mr. Adish Oswal	Chairman	1	1
2	Mrs. Manju Oswal	Member	1	1
3	Mrs. Sanchi Taneja	Member	1	1

3. Composition of CSR Committee is also available on website of Company at: https://www.oswalgroup.com/pdf/VPL_Committees_28.03.2024.pdf

4. ***Impact assessment of CSR projects:*** N.A

5. ***Details of the amount available for set off in pursuance of Rule 7(3):***

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1			
2			NIL
Total			

6. ***Average Net Profit/ (Loss) of the Company for last three Financial Years:***

Net profit/(Loss) for FY 2024-25: Rs. 1492.40 Lakh

Net Profit/ (Loss) for FY 2023-24: (Rs. 2675.98 Lakh)

Net Profit/ (Loss) for FY 2022-23: Rs. 149.14 Lakh

Average of Three years: *(Rs. 344.*81 Lakh*)*

7. A) Two percent of average net profit: N.A

B) Surplus arising out of CSR projects/ programmes/ activities of the previous year: N.A.

C) Amount required to be set off for the financial year, if any: N.A.

D) Total CSR obligation for the financial year (a+b-c): N.A

8. A) CSR amount spent or unspent for the financial year: N.A

B) Details of CSR amount spent against ongoing projects for the financial year:

	Amount Unspent (in ₹)				
Total Amount Spent for the Financial Year (in ₹)	Total Amount transferred to Unspent CSR Account		Amount transferred to any fund specified under Schedule VII		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	N.A.				

C) Details of CSR amount spent against ongoing projects for the financial year:

Sr. No.	Project Name	Item from the list of schedule VII	Local area (Yes/No)	Location of the Project		Project duration	Amount allocated for the project (in ₹)	Amount transferred to Unspent CSR Account for the Project	Mode of implementation- Direct (Yes/No)	Mode of implementation- through Implementing Agency	
				State	District					Name	CSR Reg. No.
1											
2											
3							N.A.				
4											
	TOTAL										

D) Details of CSR amount spent against other than ongoing projects for the financial year:

	Amount Unspent (in ₹)				
Total Amount Spent for the Financial Year (in ₹)	Total Amount transferred to Unspent CSR Account		Amount transferred to any fund specified under Schedule VII		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
	N.A.				

E) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Project Name	Item from the list of schedule VII	Local area (Yes/No)	Location of the Project		Amount spent for the project	Mode of implementation- Direct (Yes/No)	Mode of implementation- through Implementing Agency	
				State	District			Name	CSR Reg. No.
1									
2									
3						N.A.			
4									
	TOTAL								

F) Amount spent in Administrative Overheads: N.A.

G) Amount spent on Impact Assessment, if applicable: N.A.

H) Total amount spent for the Financial Year: Nil

I) excess amount for set off, if any:

Sr. No.	Particular	Amount (in Lakh)
1	Two percent of average net profit of the company	—
2	Total amount spent for the Financial Year	—
3	Excess amount spent for the Financial Year (2-1)	—
4	Surplus arising out of the CSR projects/ programmes/ activities of the previous years, if any	—
5	Amount available for set off in succeeding financial years (3-4)	—

A) Details of Unspent CSR amount for the preceding three financial year:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII, if any			Amount remaining to be spent in succeeding financial year (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
1							
2							
3				N.A.			
	Total						

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

Sr. No.	Project ID	Name of Project	Financial year in which project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting FY (in ₹)	Cumulative amount spent at the end of reporting FY (in ₹)	Status of the project (Completed/ On going)
1								
2								
3					N.A.			
	Total							

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): N.A.

A) Date of Creation or acquisition of the capital asset(s):

B) Amount of CSR spent for creation or acquisition of capital asset:

C) Details of the entity or public authority or beneficiary under whose name such capital assets is registered, their address etc.:

D) Provide details of capital asset(s) created or acquired (including complete address and location of the capital asset):

10. Specify the reason(s), if the company has failed to spend two percent of the average net profit: *Not Applicable, in view of point no. 6 and 7 as mentioned above.*

For and on behalf of the board

Sd/-
Adish Oswal
Chairman and Managing Director
Chairman of CSR Committee
DIN: 00009710

Date: August 10, 2026
Place: Ludhiana

ANNEXURE- C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2026

[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**]

To,
The Members,
Vardhman Polytex Limited.
Vardhman Park, Chandigarh Road,
LUDHIANA-141123,
Punjab (India).

We have conducted the secretarial audit compliance of applicable statutory provisions and the adherence to good corporate practices by **Vardhman Polytex Limited** (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 **Vardhman Polytex Limited** books, papers, minutes 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 covering the financial year ended on **31.03.2026** 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 hereinafter:

We have examined the books, papers, minute book, forms and returns filed and other records maintained by the company for the financial year ended on **31.03.2026** according to the provisions of:

(i) The **Companies Act, 2013** (the Act) and the rules made thereunder;

(ii) The **Securities Contracts (Regulation Act, 1956 ('SCRA')** and the rules made thereunder;

(iii) The **Depositories Act, 1996** and the Regulations and Bye-laws framed thereunder;

(iv) **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;

(v) The following Regulations and Guidelines prescribed under the **Securities and Exchange Board of India Act, 1992** ('SEBI Act'):-

(a) The Securities and Exchange Board of India (**Substantial Acquisition of Shares and Takeovers) Regulations**, 2011;

(b) The Securities and Exchange Board of India (**Prohibition of Insider Trading**) Regulations, 2015;

(c) The Securities and Exchange Board of India **(Issue of Capital and Disclosure Requirements)** Regulations, 2018;

(d) The Securities and Exchange Board of India SEBI **(Share Based Employee Benefits and Sweat Equity)** Regulations 2021; not applicable during the period of audit.

(e) The Securities and Exchange Board of India **(Delisting of Equity Shares) Regulations**, 2021; not applicable to the company during period of audit.

(f) Securities and Exchange Board of India **(Issue and Listing of Non-Convertible Securities) Regulations**, 2021; not applicable during the period of audit, However, after the closure of financial year the company has issued and allotted Non Convertible Debentures.

(g) The Securities and Exchange Board of India **(Issue and Listing of Debt Securities and Security Receipts)** Regulations, 2008; not applicable during the period of audit.

(h) The Securities and Exchange Board of India (**Registrar to an Issue and Share Transfer Agents) Regulations, 1993** regarding the Companies Act and dealing with client;

(i) The Securities and Exchange Board of India (**Buyback of Securities**) Regulations, 2018; not applicable to the company during period of audit. and

(j) Listing Agreement and SEBI (**Listing Obligations and Disclosure Requirements**) Regulations 2015 (effective 1st December 2015)

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

(i) **Secretarial Standards** issued by The Institute of Company Secretaries of India (ICSI) - ICSI had issued Secretarial Standards numbering 1 and 2 corresponding with reference to the provisions of the **Companies Act, 2013** (effective 1 July 2015) and the Management adheres to them;

(ii) The **Listing Agreements** entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above:

(vi) **Other Applicable laws**

I further report that, we were unable to do factory visits, henceforth we are relying upon the certificate issued by Plant head dated 01.07.2026 that the Company has complied with the following laws applicable specifically to the Company:

1. The Factories Act 1948 and Rules framed there under
2. The Contract Labour (Regulation & Abolition) Act – 1970
3. Apprentices Act, 1961 read with Apprenticeship Rules, 1992
4. Employees Provident Fund and Miscellaneous Provisions Act, 1952
5. The Employees State Insurance Act, 1948, Employees State Insurance (Central) Rules, 1950 and Employees State Insurance (General) Regulations, 1950
6. Employment Exchanges Compulsory Notification of Vacancies Act, 1959 and the Employment Exchanges Compulsory Notification of Vacancies Rules, 1960
7. Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976
8. Minimum Wages Act, 1948 read with State Minimum Wages Rules framed thereunder.
9. The Payment of Gratuity Act, 1972 read with State Payment of Gratuity Rules framed thereunder.
10. Child Labour (Prohibition and Regulation) Act, 1986 read with Child Labour (Prohibition and Regulation) Rules, 1988.
11. Payment of Wages Act, 1936 read with State Payment of Wages Rules framed thereunder.
12. The Payment of Bonus Act, 1965 read with the Payment of Bonus Rules, 1975
13. Industrial Employment (Standing Orders) Act, 1946 read with State Industrial Employment (Standing Orders) Rules
14. The Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act 2013
15. The Provisions of Maternity Benefit Act, 1961

Environmental, Health and Safety Laws:

15. Environment Protection Rules, 2002
16. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
17. Noise Pollution (Regulation and Control) Rules, 2000
18. Air (Prevention and Control of Pollution) Act, 1981 read with State Air (Prevention and Control of Pollution) Rules:
19. Water (Prevention and Control of Pollution) Act, 1974 read with State Water (Prevention and Control of Pollution) Rules:
20. Water (Prevention and Control of Pollution) Cess Act, 1977 read with Water (Prevention and Control of Pollution) Cess Rules, 1978

We are issuing this report on the basis of compliance certificates provided by the functional head of different departments of the Company and Manager which were produced before the Board through agenda papers.

We further report that;

As confirmed by the management of the company

- **Adequate notice** is given to all directors to schedule the **Board Meetings, 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.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that 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.

For Harshit Arora & Associates
(Peer Reviewed firm of company Secretaries)

Sd/-
(Harshit Arora)
(Practicing Company Secretary)
(B.Com, FCS)
M.No: F12307, CP No. 14807
Peer Review Number: 2073/2022
UDIN: F012307H000782263

Place: Ludhiana
Date: 08/07/2026

- ***Note:*** *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,
Vardhman Polytex Limited.
Vardhman Park, Chandigarh Road,
LUDHIANA-141123,
Punjab (India).

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We were unable to do physical verification of the records and have relied upon the information being supplied and provided by the management of company and the verification of the record/information supplied to us done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company and had relied upon the reports been issued by the statutory auditors of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc and we have relied on such representation for giving our report.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with the management has conducted the affairs of the Company.

For Harshit Arora & Associates
(Peer Reviewed firm of company Secretaries)

Sd/-
(Harshit Arora)
(Practicing Company Secretary)
(B.Com, FCS)
M.no: F12307, CP No. 14807
Peer Review Number: 2073/2022
UDIN: F012307H000782263

Place: Ludhiana
Date: 08/07/2026

ANNEXURE- D

Particulars of Employees

Details pertaining to remuneration 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. a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

S.No.	Particulars	Ratio to Median Remuneration	% increase in remuneration in the financial year
1.	Mr. Adish Oswal Chairman & Managing Director	108:1	NIL
2.	Mr. Radhamohan Soni (Chief Financial Officer)	17.5:1	NIL
3.	Mr. Ajay K. Ratra (Company Secretary)	16.2:1	NIL

Note: The Company pays sitting fee only to Non-executive directors.

b) The median remuneration of employees of the company during the financial year: Rs. 13,899

c) The percentage increase in the median remuneration of employees in the financial year: 7.59%

d) Number of permanent employees on the rolls of company as on 31st March, 2026: 473

e) The average annual increase in the salaries of employees other than managerial personnel during the financial year was around: 9- 10%

f) The company hereby affirms that the remuneration is as per the remuneration policy of the company.

2. Information as per rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Details of the top ten employees (permanent) in terms of remuneration (Gross Salary) drawn during the year ended 31st March, 2026

Sr. No.	Name of Employee	Age (In Years)	Designation	Qualification	Total Experience (In Years)	Date of commencement of employment in VPL	Remuneration drawn during the year (₹ in Lakh)	Previous employer
1	Mr. Adish Oswal	46	Chief Operating Officer	B.Com	23	27.03.2003	177.40	-
2	Mr. Arijit De	42	Vice Prsident-Business Strategy & Planning	B.Tech, MBA	20	08.04.2024	45.49	Adani Airport Holding Limited
3	Mr. Amit Pandey	52	General Manager-Operation	B.Tech Textile Technology	31	01.03.1997	27.06	Delhi Clothe Mills
4	Mr. Ajay Kumar Ratra	55	Company Secretary	B.Com, CS	31	01.11.2018	24.79	Lakshmi Energy and Foods Limited
5	Mr. Radhamohan Soni	54	Chief Financial Officer	B.Com, ICWA	30	08.05.2006	24.51	Kundan Edible Products Limited
6	Mr. Akshay Bajaj	36	Senior Manager-Marketing	BBA, MBA	12	18.03.2019	19.03	Excel Enterprises
7	Mr. Brajendra Singh	47	Chief Manager-Research and Development	B.Tech, M.Tech	26	07.03.2022	13.37	Nahar Mill
8	Mr. Sanjeev Jindia	48	Chief Manager-Projects and Purchase	MBA	26	01.01.2021	13.33	Vallabh Textiles Co. Ltd.

Sr. No.	Name of Employee	Age (In Years)	Designation	Qualification	Total Experience (In Years)	Date of commencement of employment in VPL	Remuneration drawn during the year (₹ in Lakh)	Previous employer
9	Mr. Someshwar Nandi	45	Chief Security Officer	MBA	19	15.05.2023	11.37	Rockman Industries
10	Mr. Shiv Kumar Mogla	42	Manager- Legal	LLB	18	01.01.2021	11.07	S.S. Metal Corporation

Note:

1. All are permanent employees, and are governed by letter of employment.
2. No employee of the company holds such percentage of equity shares within the meaning of clause (iii) of rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
3. No employee is relative of any director or manager of the Company except Mr. Adish Oswal being son of Mrs. Manju Oswal.

b) Details of employees who are getting remuneration of Rs. 1,02,00,000 or more Per Annum or Rs. 8,50,000/- or more per month

Sr. No.	Name of Employee	Age (In Years)	Designation	Qualification	Total Experience (In Years)	Date of commencement of employment in VPL	Remuneration drawn during the year (₹ in Lakh)	Previous employer
1	Mr. Adish Oswal	46	Chief Operating Officer	B.Com	23	27.03.2003	177.40	-

ANNEXURE- E

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

1. *Conservation of energy:*

The company initiated several steps to conserve energy, wherever possible. The Energy Conservation Cell continuously meets, conducts studies, verifies and monitors the consumption and utilization of energy including identification of energy conservation areas in the Company.

(a) **Energy conservation measures taken, its impact and capital Investment on equipment:**

Energy saving measures taken in 2025-26	Power saving (in Kwh/₹)	Investment (₹ in lakh)
By Installation of Inverter on LDo2 suction fan motor of 2.2 kw	Units saved: 60 Units/day Saving/year: 1.63 lac/year	Arranged from VPL Ludhiana Plant
Installation Of Inverter on Speedframe suction Fan Motor of 3kw	Units saved: 11 Units/day Saving/year: 0.29 lac/year	Arranged from VPL Ludhiana Plant

(b) **Steps taken by the Company for utilizing the alternative sources of energy**

Replacement of GA75-FF Water-cooled 10bar compressor & GA22-FF Air-cooled 10bar compressor with DSD-175 T Air-cooled 8.5bar Compressor.

2. *Technology Absorption:*

Efforts -Research and Development (R&D)

a) **Specific areas in which R&D is carried out**

The Company's R&D/QC teams is committed to ensuring quality across all its products & services. Understanding the paramount importance of continuous improvement in the input raw materials & accessories for a consistent & continual improvement in the quality of out-put, the Company has installed new testing equipment of fibre & packing accessories to facilitate better control and quality management in these areas. In addition, Process re-engineering remained another focused area, where On-line control technology of production process is also upgraded to an user-friendly & more analytical interface to improve product performance in today's high speed fabrication machineries in the subsequent value chains– both technically & commercially, thereby increasing product range & achieving customer satisfaction.

b) **Benefits derived as result of R&D**

The Company initiated the value addition in all process inputs like raw material & accessories and upgraded varieties of normal yarn to a premium quality level with higher consistency. As a result of state-of-art Technology & effective R&D techniques, It has been able to expand it's overseas market base & reduce customer feedbacks without compromising on productivities.

Technology imported (imported during the last three years reckoned from the beginning of the financial year)-

(a) the details of technology imported;

1- Contamination clearer in Blow room(Uster Josi Vision shield 2/T & magic eye 2
2- Uster Quality expert
3- Uster Vision Expert
4- New Card LC361 installation
5- Murata AI Link coner installation with Latest UQ4 gauges

(b) the year of import: 2025

(c) whether the technology been fully absorbed: Yes

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; N.A

c) **Expenditure on R&D**

₹ in lakh

Particulars	2025-26	2024-25
Capital	266	1.99
Recurring	4.25	6.54
Total	**270.25**	**8.53**
As % of Turnover	**1.142**	**0.030**

3. **Technology absorption, adaptation and innovation**

Technology upgradation is one of the major areas for development in today's competitive business environment. Mechanical, electrical engineering and R&D teams are continuously studying and analyzing the existing processes for further improvement.

4. **Foreign exchange earnings, CIF value of import & expenditure in foreign currency**

(₹ in lakh)

Particulars	2025-26	2024-25
Earnings (FOB value of exports)	-	-
CIF value of imports	-	-
Expenditure in foreign currency	1.20	12.33

For and on behalf of the Board

Sd/-
Adish Oswal
Chairman & Managing Director
(DIN- 00009710)

Date : August 10, 2026
Place: Ludhiana

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

Global Economy

The global economy remained resilient in 2025, registering growth of 3.4 per cent despite persistent trade and geopolitical uncertainties. Growth was supported by technology-led investments, accommodative financial conditions, and continued fiscal and monetary policy support. Global inflation moderated to 4.1 per cent from 5.8 per cent in the previous year, although elevated services inflation remained a concern. Global trade volumes recovered, driven by front-loading of shipments and robust technology exports, even as the global fiscal outlook weakened. Financial markets continued to experience volatility amid geopolitical tensions and valuation concerns, with uncertainty intensifying following the outbreak of the West Asia conflict in March 2026. The US dollar, after remaining weak through much of 2025, strengthened in 2026 as investors sought safe-haven assets. Sovereign bond yields, which had softened during 2025, came under upward pressure due to higher energy prices and renewed inflation concerns arising from the geopolitical conflict. (Source: RBI Annual Report 2025-26)

Indian Economy

The Indian economy remained on a strong growth trajectory in 2025-26 despite heightened global uncertainties, including the imposition of higher US tariffs and escalating geopolitical tensions. Real GDP growth accelerated to 7.6 per cent, up from 7.1 per cent in the previous year, making India the fastest-growing major economy. Growth was primarily driven by robust private consumption and sustained investment, supported by buoyant services and improving industrial activity. The impact of global trade disruptions on domestic growth remained limited, with net exports exerting only a marginal drag. Headline inflation moderated during the year, aided by lower food prices and favourable base effects, while macroeconomic fundamentals remained resilient. Deposit and credit growth continued to register double-digit expansion, reflecting healthy financial sector activity. The central government maintained its fiscal consolidation path while sustaining its emphasis on capital expenditure to support long-term growth. The external sector remained resilient, with the current account deficit staying well within sustainable levels and foreign exchange reserves remaining adequate. Looking ahead, although geopolitical tensions, global trade uncertainties and energy price volatility pose near-term risks, strong corporate and banking sector balance sheets, continued public investment and expanding trade partnerships are expected to sustain India's growth momentum. (Source: RBI Annual Report 2025-26)

INDUSTRY STRUCTURE & DEVELOPMENTS

Global Textile Industry

The global textile industry in FY 2025-26 is expected to see a cautious recovery with moderate growth, driven by apparel demand, e-commerce, and ongoing structural shifts toward sustainability and value-added products. The global textile market size is estimated around USD 1.2 trillion in 2025–26, with most major forecasts indicating mid single to high single digit annual growth through the early 2030s. Growth is supported by steady expansion in clothing, home furnishings, and technical textiles, alongside the continued rise of organized online retail channels across key markets. Asia Pacific, led by China, India, Bangladesh, and Vietnam, remains the dominant production and export hub, accounting for roughly half of global textile market share.

Industry surveys for early 2026 indicate business sentiment, order intake, and capacity utilization have improved versus 2025, though all remain below long term averages and the recovery is described as fragile. Demand weakness, high raw material and energy costs, and geopolitical risks continue to weigh on margins, particularly for upstream and capital goods segments. At the same time, brands and manufacturers are accelerating investment in automation, digitalization, and nearshoring to improve efficiency, resilience, and responsiveness to consumer demand. (https://www.fortunebusinessinsights.com/textile-market-103879)

Indian Textiles Industry

The Indian textile industry in FY 2025-26 remains a cornerstone of the national economy, marked by resilient export performance, strong domestic demand, and ongoing policy support for long-term growth. India's textiles and apparel market is estimated at around USD 190–195 billion in 2025-26, with about 80% driven by domestic consumption and the balance by exports. The sector continues to contribute roughly 2% to India's GDP and provides employment to millions across spinning, weaving, garmenting, handlooms, and handicrafts, with a significant share of jobs in rural and semi-urban areas. India remains among the leading global textile and apparel exporters, supported by strengths in cotton textiles, readymade garments, man-made fibers, and traditional handloom and handicraft products. (https://wazir.in/report/indian-textile-apparel-industry-2026-wazir-advisors/)

Total textile exports, including handicrafts, increased from about Rs. 3.10 lakh crore in FY 2024-25 to Rs. 3.16 lakh crore in FY 2025-26, registering growth of around 2.1%, reflecting steady global demand despite a challenging macro environment. Ready-made garments of all textiles remained the largest export segment, alongside stable performance in cotton yarn, fabrics, made-ups, and handloom products. Man-made yarns, fabrics and made-ups showed relatively stronger growth, underscoring the gradual shift toward synthetic and blended fabrics in global markets. (https://ddindia.co.in/2026/04/indias-textile-exports-grow-2-1-in-fy-2025-26-driven-by-global-demand-and-policy-support/)

Opportunities & Threats

The Indian textile industry presents a balanced landscape of emerging opportunities and persistent threats, shaped by policy support, changing global supply chains, and accelerating sustainability and compliance requirements.

On the opportunities side, India continues to benefit from a large and growing domestic market, a young consumer base, rising incomes, and deepening e-commerce penetration, which support steady demand for apparel, home textiles, and value-added fabrics. Global "China + 1" sourcing strategies and diversification by international brands are creating scope for India to capture a larger share of export orders, especially in cotton and man-made fiber-based products. Recent policy measures—such as mega textile parks, integrated textile programmes, support for man-made fibers and technical textiles, and extended export timelines—offer organized players improved infrastructure, lower logistics costs, and better competitiveness.

On the threats side, Indian manufacturers continue to face intense global competition from countries such as China, Vietnam, and Bangladesh, which often enjoy lower capital costs, more flexible labour regimes, and more integrated supply chains. Structural challenges—including fragmented production, a high share of MSMEs with limited scale, supply chain inefficiencies, and relatively high logistics and finance costs—can constrain competitiveness and timely delivery. The sector must also respond to tightening international norms on sustainability, labour compliance, and product traceability, where non adherence can lead to loss of orders or market access. (https://www.insightsonindia.com/2025/06/09/indias-textile-and-apparel-industry/)

Moreover, exposure to volatile cotton and man made fiber prices, energy costs, and currency movements continues to create margin pressures, particularly for smaller and mid sized units. Rapid shifts in global fashion cycles, the rise of ultra fast fashion, and evolving consumer expectations around quality, speed, and sustainability require continuous investment in design, technology, and agile production systems. While the push toward circularity presents clear upside, achieving commercial scale and viable economics for recycling, waste management, and green technologies remains a critical execution risk for the industry.

COMPANY OVERVIEW & ROLE

Principal activity of Vardhman Polytex Limited (Company) is manufacturing of yarn & garments and Real Estate Business. It manufactures yarns that are synonymous with the highest quality. Its range of Cotton Yarns (Carded, Combed, Organic, BCI), Cotton Polyester Yarns and Value Added Yarns (Grey and Dyed) in variable counts, hold a place of pride in the industry. By leveraging premium raw materials and cutting-edge manufacturing technology, we ensure our products consistently meet stringent global benchmarks.

Presently, the Company has its state-of-the-art production facility located in Nalagarh, Himachal Pradesh.

Bathinda Unit

In line with our commitment to asset optimization and financial prudence, the Company has progressed with its strategic plan for land at Badal Road, Bathinda Unit. Manufacturing operations at this unit were discontinued during FY 2023-24 due to economic non-viability driven by aging machinery, high production overheads, and persistent operational losses. To unlock value and augment corporate liquidity, management is actively exploring a real estate monetization plan for the underlying land. The company has received approval from Bathinda Development Authority (BDA) stating its No Objection to establish a Residential Colony subject to other regulatory approvals from Municipal Corporation and other Departments. However, pending these approvals, the land situated at Bathinda unit has been reclassified from fixed assets to inventory in December, 2024 and is valued at fair value, based on the Bathinda Tehsil's collector rate list for agricultural land. This initial fair value assessment uses agricultural land rates. A full fair market valuation will be determined after the saleable area is precisely ascertained.

Ludhiana Unit

Furthering our corporate restructuring strategy, the Company ceased manufacturing operations at its Focal Point, Ludhiana unit in March 2025. This decisive step allows management to pivot toward exploring real estate monetization avenues for this prime property. Unlocking the latent value of this land is expected to significantly streamline organizational cash flows, reduce debt liabilities, and strengthen the overall financial position of the organization.

Segment-wise/Product-wise Performance

The company operates in two segments i.e Textiles and Real Estate.

Product-wise sale details are as under:

₹ in Lakh

Sale of products	2025-26	2024-25
Grey yarn	15,613.01	20,994.62
Dyed yarn	0.01	-
Garments	5,538.72	4,517.81
Waste sale	2,382.90	2,939.81
Trading goods (textile)	71.13	45.50
Job charges income	-	0.50
Total	**23,605.77**	**28,498.24**

Outlook

The Company will concentrate on strengthening competitiveness and restoring profitable growth through disciplined operational and financial measures. Key priorities include sustained cost optimization, productivity enhancements, waste minimization and quality improvements across manufacturing and supply chain operations to deliver more cost competitive products. Concurrently, management will pursue targeted measures to reduce debt servicing costs and improve capital efficiency.

The Company also expects to unlock value from its real estate holdings in Bathinda through phased monetization, which should provide incremental non operating cash flows to support deleveraging and strategic investments. While macroeconomic and sectoral headwinds persist, management remains cautiously optimistic about a steady recovery, underpinned by the Company's brand strength, diversified market presence and resilient customer relationships.

The Board and senior management will continue to monitor market conditions closely and adjust strategic priorities as required, balancing short term liquidity and cost control with investments in capability building and product differentiation to ensure sustainable, long term value creation.

Management perception of Risk & Concerns

The management recognises that the textile sector operates in a dynamic environment where commercial, operational, regulatory and reputational risks can materially affect business outcomes. For FY 2025 26, the Company's risk assessment focused on: raw material price volatility, energy and freight cost fluctuations, supply chain disruptions, competitive pressure, currency movements affecting export realisations, and accelerating regulatory and buyer requirements on sustainability, traceability and labour compliance.

To address these concerns the Company has strengthened its risk management framework and governance. Key measures include diversified procurement, active treasury management and natural hedging to manage foreign exchange and commodity exposure, and periodic stress testing of working capital and cash flow scenarios. Operationally, management continues investing in process automation, energy efficiency projects, waste reduction initiatives and predictive maintenance to improve capacity utilisation, reduce unit costs and enhance delivery reliability.

Governance and oversight have been reinforced through a Risk Management Policy approved by the Board, periodic reviews by the Audit Committee, and a central cross functional meetings that monitors key indicators and prescribes timely mitigation actions. Management emphasises continuous capability building — upskilling teams and refining internal audit processes — to ensure early identification and effective response to emerging risks.

In summary, while external uncertainties persist, the Company's proactive, integrated risk management approach aims to protect stakeholder value, preserve liquidity, and enable disciplined, sustainable growth in FY 2025 26 and beyond.

Internal Control System & their adequacy:

The Company maintains a robust internal control framework covering financial, operational and compliance functions across all locations, supported by documented policies, SOPs and clear responsibility matrices. Financial controls are reviewed by statutory auditors and an independent Internal Audit function that reports directly to the Audit Committee. The Audit Committee, chaired by an Independent Director, meets regularly to review audit findings, control effectiveness and remediation progress. Risk based

audit planning targets material controls and high risk processes, with follow up to ensure timely closure of observations. Segregation of duties, authorization hierarchies and access controls reduce fraud and error risk. Management implements time bound corrective actions where gaps are identified. Based on internal and statutory audit inputs for FY 2025 26, the Board is satisfied that controls are adequate and operating effectively for the Company's size and complexity. Continuous improvement efforts are in place to further strengthen controls and ensure reliable reporting and regulatory compliance.

Discussion on Financial Performance with respect to Operational Performance

The Company previously operated three manufacturing facilities located at Nalagarh (Himachal Pradesh), Ludhiana (Punjab), and Bathinda (Punjab) for the production of yarn. At present, only the manufacturing facility at Nalagarh is operational.

During FY 2025–26, the Company recorded revenue from operations of Rs. 23,670.39 lakhs, compared to Rs. 28,498.24 lakhs in FY 2024–25, reflecting a decline of 16.94%. The reduction in revenue was primarily attributable to lower and irregular production activities at the Nalagarh manufacturing unit during the year.

Consequently, the Company's Profit Before Tax (PBT) stood at Rs. 768.13 lakhs for FY 2025–26, as against Rs. 1,492.40 lakhs in the previous financial year. The decline in profitability was primarily driven by the reduction in operating revenues and the impact of lower production levels.

Over the past few years, the Company has operated in a challenging business environment, which has required continued focus on operational resilience and financial discipline. Liquidity remained under pressure during the year, impacting the Company's operational performance. To strengthen its financial position and improve liquidity, the Company is actively evaluating opportunities for monetization of the real estate potential of its land parcels situated at Bathinda and Ludhiana. The proceeds from such initiatives are expected to support the Company's cash flows and enhance its financial flexibility.

The management continues to focus on improving operational efficiency, optimizing resource utilization, and strengthening the Company's financial position. Subject to favourable business conditions and successful implementation of its strategic initiatives, the management remains optimistic about improving the Company's operational performance and creating sustainable value for all stakeholders.

Resource utilization:

The Company's gross fixed assets as at 31 March 2026 stood at Rs. 28,816.86 lakhs, compared to Rs. 35,697.77 lakhs as at 31 March 2025. The reduction in gross fixed assets was primarily on account of the reclassification of certain land parcels from Fixed Assets to Inventory (Stock-in-Trade) in accordance with the applicable accounting standards, pursuant to the Company's plans for monetization of these assets. The net block of fixed assets as at 31 March 2026 stood at Rs. 11,795.22 lakhs, as against Rs. 11,334.10 lakhs in the previous year.

Inventories as at 31 March 2026 amounted to Rs. 7,856.05 lakhs, compared to Rs. 4,376.34 lakhs as at 31 March 2025. The increase in inventory was primarily attributable to the transfer of the aforesaid land parcels from fixed assets to stock-in-trade, together with inventories held for operational requirements. Total trade receivables as at 31 March 2026 stood at Rs. 851.49 lakhs, as against Rs. 955.29 lakhs as at 31 March 2025.

Financial condition & liquidity: **(₹ in Lakh)**

Particulars	2025-26	2024-25
Cash & cash equivalents		
Beginning of the year	43.65	111.00
End of the year	28.21	43.65
Net cash provided(used) by:		
Operating Activities	(3034.41)	(9827.66)
Investing Activities	2019.41	3064.49
Financing Activities	999.56	6695.81

Human Resources Development:

The Company recognizes its human capital as a key driver of sustainable growth and organizational success. As on 31 March 2026, the Company had a workforce of 473 employees. Industrial relations across all its operations remained cordial and harmonious throughout the year.

The Company continues to focus on attracting, developing, and retaining talent by fostering a performance-driven work culture. Its human resource policies are designed to promote employee engagement, capability development, performance excellence, and alignment with the Company's strategic objectives. Continuous learning, skill enhancement, and employee well-being remain integral to the Company's people management practices.

Health & Safety Measures:

The Company is committed to providing a safe, healthy, and conducive work environment for all its employees. It continues to strengthen its occupational health and safety framework through preventive measures, regular monitoring, and adherence to applicable statutory and regulatory requirements.

Occupational health and medical facilities are made available to employees to promote their overall well-being. The Company also undertakes periodic safety audits, risk assessments, safety awareness programmes, and employee training initiatives to reinforce a strong safety culture across its operations. Continuous improvement in health and safety standards remains a key focus area, with sustained efforts towards maintaining safe and efficient workplace practices.

Significant key financial ratios

Particulars	FY 2025-26	FY 2024-25
(i) Debtors Turnover Ratio (Days)	13.13	12.24
(ii) Inventory Turnover Ratio (Days)	121.14	56.05
(iii) Interest Coverage Ratio	1.85	2.06
(iv) Current Ratio	0.80	0.58
(v) Debt Equity Ratio	-0.28	-0.22
(vi) Operating Profit Margin (%)	7.04	10.18
(vii) Net Profit Margin (%)	3.17	5.33
(viii) Return on Net Worth (%)	0.038	0.067

Cautionary Statement:

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include finished goods prices, raw materials costs and availability, global and domestic demand-supply conditions, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices that ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. Corporate Governance assumes a great deal of importance in the business life of the Company. The Company's goal is to find creative and productive ways of delighting its stakeholders, i.e. investors, customers & associates etc. while fulfilling the role of a responsible corporate representative committed to best practices. This section besides being in compliance of the mandatory SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations") gives an insight into the process of functioning of the Company.

Pursuant to SEBI (LODR) Regulations, the Company has executed fresh Listing Agreements with the Stock Exchanges. The Company is in compliance with the requirements stipulated under SEBI (LODR) Regulations, as applicable, with regard to corporate governance.

1. *COMPANY'S PHILOSOPHY:*

- Total customer delight
- Competing with the best
- Total quality people
- Product quality a way of life
- Continued improvement through innovation & creativity
- State of Art Technology with ultra modern R&D facilities
- Respect of every VPL Parivar Member
- Faith in individual potential and respect for human values
- Achieving excellence through culture integration
- Accepting change as a way of life
- Act as responsible corporate citizen and discharge our social responsibilities.

2. *BOARD OF DIRECTORS:*

a) *Composition:*

The Board consists of Six Directors out of which one is Executive Director and remaining five are Non-Executive Directors including 2 woman directors. The half of the Board comprises of Independent Directors. In the opinion of the Board, all our Directors possess requisite qualifications, experience, expertise and hold high standards of integrity.

Mr. Shubham Jain was appointed by the board of directors as Additional Director under category of Non-Executive Director w.e.f 03.12.2025 for a term of 5 years subject to approval of shareholders. On 22 February, 2026, shareholders of the company have approved his appointment as Independent Director of the Company for a term of 5 years starting from 03.12.2025.

Mr. Sagar Bhatia, Independent Director of the company has tendered resignation from the directorship w.e.f 03.12.2025 due to other professional commitments. Board places on record its sincere appreciation for his invaluable contribution to the company. Further, Mr. Bhatia has also confirmed that there are no other material reasons apart from as mentioned above, for resignation from directorship of the company.

Mrs. Manju Oswal is retiring by rotation at the ensuing Annual General Meeting (AGM), and being eligible, offers herself for re-appointment. The board recommends her re-appointment in the forthcoming AGM.

Chart or a Matrix setting out the Skills/Expertise/Competencies of the Board of Directors:

The following skills/ expertise/ competencies required in the context of Company's businesses have been identified by the Board for it to function effectively.

The directors shall have appropriate skills and experience in one or more fields of finance, costing, management, sales, marketing, administration, corporate governance and operations or any other discipline related to the Company's business.

Board members of the company possess the above stated skills and expertise.

Name of Director	Skills/Expertise
Mr. Adish Oswal	Commerce Graduate from Delhi University and has attended various training programmes such as Managerial Finance at Harvard University, Boston; one on Core Competence, Capability & Strategy at IIM, Ahmedabad & another on Strategy for Fast Growing Enterprises at ISB Hyderabad.He is having 23 years of rich experience in Textile industry with expertise in selection of technology, machineries and operation of plants. He also spearheads the Groups initiatives in the areas of Finance, Marketing, Business Development, Corporate Communication and Corporate Affairs.

Name of Director	Skills/Expertise
Mrs. Manju Oswal	Wide experience of more than 33 years in the textiles and administration
Mr. Suresh Kumar Banka	He has vast knowledge and rich experience of more than 41 years in the field of Accounting and Cost Management.
Mr. Sagar Bhatia (upto 03.12.2025)	Graduate with experience of more than 11 years having expertise in accounting and finance.
Mrs. Sanchi Taneja	She is a Commerce Graduate from Punjab University and Chartered Accountant. She is having over 13 years of track record in the fields of Accounts, Direct and Indirect Taxation.
Mr. Rohit Jain	He is Chartered Accountant and Post Graduate in Commerce. He is having rich experience of more than 8 years in the field of Finance, Direct and Indirect Taxation, various type of Audit and Consultation.
Mr. Shubham Jain (w.e.f 03.12.2025)	Mr. Shubham Jain is an Advocate.He is having a rich experience of more than 10 years in the field of Direct and Indirect Taxation and has worked across a wide range of Industries.

b) ***Board Meetings:***

During the financial year under review, 14 (Fourteen) Board Meetings were held on the below mentioned dates and the gap between two consecutive meetings did not exceed one hundred twenty days.

SR. NO.	*DATE OF BOARD MEETINGS*
1	30-05-2025
2	28-07-2025
3	13-08-2025
4	15-09-2025
5	14-11-2025
6	03-12-2025
7	19-01-2026
8	14-02-2026
9	17-03-2026
10	19-03-2026
11	23-03-2026
12	24-03-2026
13	25-03-2026
14	26-03-2026

Details of composition of the board, Category of director, Shareholding details, Number of board meeting attended, Attendance at last AGM, Total number of directorship held, Chairpersonship & Membership of the Committees are as given below:

Name of Directors	Category of Directorship	No. of Shares/ convertible instruments etc. held	No. of Board Meeting Attended	Attendance at Last AGM held on 28.08.2025	No. of Directorship in other Companies^		No. of other Board Committees ^^	
					Chairperson	Member	Chairperson	Member
Mr. Adish Oswal (DIN: 00009710) Chairman & Managing Director	Promoter-Executive	4205110	12/14	YES	2	14	–	–
Mrs. Manju Oswal (DIN: 00009449)	Promoter, Non-Executive	526940	14/14	YES	–	3	–	–
Mr. Suresh Kumar Banka (DIN: 08847246)	Non-Executive Non Independent Director	1104	9/14	YES	–	–	–	–
Mr. Sagar Bhatia* (DIN: 09691116)	Non-Executive Independent Director	NIL	3/14	YES	–	–	–	–

Name of Directors	Category of Directorship	No. of Shares/ convertible instruments etc. held	No. of Board Meeting Attended	Attendance at Last AGM held on 28.08.2025	No. of Directorship in other Companies^		No. of other Board Committees ^^	
					Chairperson	Member	Chairperson	Member
Mrs. Sanchi Taneja (DIN: 08857114)	Non-Executive Independent Director	NIL	14/14	YES	_	1	_	1
Mr. Rohit Jain (DIN: 07950251)	Non-Executive Independent Director	NIL	14/14	YES	_	_	_	_
Mr. Shubham Jain** (DIN: 11397574)	Non-Executive Independent Director	NIL	9/14	_	_	_	_	_

** Mr. Sagar Bhatia has resigned from the company w.e.f 03.12.2025.*

*** Mr. Shubham Jain was appointed as Directors under category of Non-Executive Independent Director w.e.f. 03.12.2025.*

^ Directorship includes alternate directorship and exclude foreign directorship.

^^ As per Regulation 26 of SEBI (LODR), Membership/ Chairmanships of two Committees viz. Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies (listed and unlisted) have been considered.

Notes:

1. *None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairperson of more than five committees across all the public companies in which he/she is a director.*
2. *There is no inter-se relationship between the directors except Mr. Adish Oswal being son of Mrs. Manju Oswal.*

Directorship in other Listed Companies:

Sr. No.	Name of Directors	Name of Listed Companies & Category of Directorship
1	Mr. Adish Oswal	-
2	Mrs. Manju Oswal	-
3	Mr. Suresh Kumar Banka	-
4	Mr. Sagar Bhatia (upto 03.12.2025)	-
5	Mrs. Sanchi Taneja	-
6	Mr. Rohit Jain	-
7	Mr. Shubham Jain (w.e.f 03.12.2025)	-

c) ***Meetings Procedure:***

The Company holds Board Meetings regularly. The directors are informed about the venue, date and time of meeting in advance in writing at their registered address/e-mail. Detailed agenda papers along with explanatory statements are circulated to the directors in advance. The Board has complete access to all information with the Company. All information stipulated in SEBI (LODR) Regulations is regularly provided to the Board as a part of agenda papers along with the action taken report on the matters previously approved/ discussed. Directors actively participate in the Board Meetings and contribute significantly by expressing their views, opinions and suggestions. Decisions are taken after proper and thorough discussion. The Board periodically reviews the compliance report of all laws applicable to the Company.

d) ***Training/ Familiarization programmes for Board Members:***

The Board members are provided with necessary documents/ brochures, reports and internal policies enable them to familiarize with the Company's procedures and practices. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at https://www.oswalgroup.com/images/recordupload/Familiarisation_Program-new.pdf

e) Remuneration of Directors:

i) Executive Directors: The Company can pay remuneration to Chairman & Managing Director, Managing Director and Executive Directors as approved by the Board of Directors and Members of the Company.

ii) Non-Executive Directors: Non-Executive Directors have not been paid any remuneration except sitting fees for attending Board Meetings @ Rs. 7,500/- per meeting and for the Committee Meetings @ Rs. 3,500/- per meeting.

Details of Remuneration paid to the Directors during the year: (₹ in Lakh)

Name	Designation	Salary	Benefits, Allowances & other Perquisites	Sitting Fee	Total Remuneration
Mr. Adish Oswal	Chairman & Managing Director	177.40	-	NA	177.40
Mrs. Manju Oswal	Non- Executive Non-Independent Director	—	—	1.54	1.54
Mr. Suresh Kumar Banka	Non- Executive Non-Independent Director	—	—	0.68	0.68
Mr. Sagar Bhatia (upto 03.12.2025)	Non- Executive Independent Director	—	—	0.23	0.23
Mrs. Sanchi Taneja	Non- Executive Independent Director	—	—	1.54	1.54
Mr. Rohit Jain	Non- Executive Independent Director	—	—	1.37	1.37
Mr. Shubham Jain (w.e.f 03.12.2025)	Non- Executive Independent Director	—	—	0.68	0.68

1. None of the Non-Executive Directors has any pecuniary relationships or transactions vis-à-vis the Company except the sitting fees received by respective directors and there is not service contract with any of the directors.
2. Salary/ remuneration of working directors do not include performance incentive or any variable pay etc. The Company has not granted any Stock Options to its Directors or Employees.
3. No severance fee is payable to any Managing Director of the company.

f) *Independent Directors:*

Independent directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1) (b) of the SEBI (LODR) Regulations and Section 149(6) of the Companies Act, 2013. In the opinion of the Board, all IDs fulfill the conditions as specified in the SEBI (LODR) and are independent of the management.

Further, the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board.

The terms and conditions of appointment of the independent directors are disclosed on the website of the Company. Familiarization programmes for Independent Director is available on website of the company at following link:

https://www.oswalgroup.com/images/recorduplоad/Familiarisation_Program-new.pdf

During the year, a separate meeting of the independent directors was held on 14.02.2026 inter-alia to review the performance of non-independent directors and the board as a whole.

3. *COMMITTEES OF THE BOARD:*

A) Audit Committee

The Company has an Audit Committee in terms of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015, which comprised 3 directors as on 31.03.2026 including two Independent Directors i.e. Mrs. Sanchi Taneja as the Chairman and Mr. Rohit Jain as member of the committee. Company Secretary acts as the Secretary of the Committee. The terms of reference of the Audit Committee is based on the role of the Audit Committee as mentioned in Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

The Committee met Seven times during the year on 30.05.2025, 28.07.2025, 13.08.2025, 14.11.2025, 14.02.2026, 17.03.2026 and 19.03.2026. Attendance of the members of the Committee is given below:

Members	Category	Meetings Attended
Mrs. Sanchi Taneja (Chairperson)	Non-Executive Independent Director	7
Mrs. Manju Oswal (Member)	Non-Executive Non-Independent Director	7
Mr. Rohit Jain (Member)	Non-Executive Independent Director	7

B) Stakeholders' Relationship Committee

The Company has a Stakeholders' Relationship Committee to look into the redressal of stakeholders complaints on various issues. The Committee comprised of Mr. Adish Oswal, Mrs. Manju Oswal and Mrs. Sanchi Taneja. Mrs. Manju Oswal is the Chairperson of the Committee. The Committee met four (4) times during the year on 30.05.2025, 13.08.2025, 14.11.2025 and 14.02.2026. The composition and attendance of committee is as under:

Members	*Category*	Meetings Attended
Mrs. Manju Oswal (Chairperson)	*Non- Executive Director*	4
Mr. Adish Oswal (Member)	*Chairman & Managing Director*	*3*
Mrs. Sanchi Taneja (Member)	*Non-Executive Director*	*4*

During the financial year 2025-26, the Company has received only Two complaints, which have been resolved. As on 31.03.2026, there is no complaint pending unresolved.

Mr. Ajay Kumar Ratra, Company Secretary, is Compliance Officer of the Company and may be contacted at 0161-6629888. As per Regulation 6 of the SEBI (LODR) Regulations, 2015, the designated E-mail Id for the purpose of registering complaints/ queries of investors is: secretarial@vpl.in

C) Nomination and Remuneration Committee

The Company has Nomination & Remuneration Committee in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. The role of the Nomination and Remuneration committee is as set out in Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The committee comprised of three Non-Executive Directors. During the year, Two (2) committee meetings were held on 28.07.2025 and 03.12.2025. The composition of committee and attendance is given hereunder:

Members	*Category*	Meetings Attended
Mrs. Sanchi Taneja (Chairman)	Non-Executive Independent Director	2
Mrs. Manju Oswal (Member)	*Non-Executive Non-Independent Director*	2
Mr. Rohit Jain (Member)	Non-Executive Independent Director	2

The selection and remuneration criteria of directors, senior management personnel and performance evaluation of directors/ board/committee are defined in the Nomination and Remuneration Policy which forms part of the Annual Report.

4. *CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT:*

The Company's Board has laid down a Code of Conduct for all Board Members and Senior Management Personnel (SMP) of the Company. The Code of Conduct is available at Company's website. All Board Members & SMP have given their affirmations of compliance with the Code. A declaration to this effect signed by Chairman & Managing Director is enclosed as ***Annexure-1,*** which forms part of this Report.

Senior Management Personnel:

In terms of Regulation 16 of the SEBI (LODR) Regulations 2015, following officials are included in the Senior Management as on 31.03.2026:

Sr. No.	Name	Designation
1	Mr. Ajay K. Ratra	Company Secretary
2	Mr. Radhamohan Soni	Chief Financial Officer
3	Mr. Amit Pandey	G.M. (Operations)

Changes in Senior Management during the Financial Year 2024-25:

Sr. No.	Name	Reason for change
1	Mr. Dibyakant Singh	Resign

5. *RISK MANAGEMENT:*

The Company has adopted a well defined procedure for risk management. The Risk Management Policy of the Company provides procedures for identification and mitigation of internal as well as external risks of the Company. Constitution of Risk Management Committee is not applicable on the company as per the given criteria under SEBI (LODR).

6. *SUBSIDIARY COMPANY:*

There is no subsidiary of the company. The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link: https://www.oswalgroup.com/images/recorduplload/determination-of-material-subsidiary-policy-2022.pdf

7. *SHAREHOLDERS:*

A) Details of Directors seeking appointment/re-appointment

The brief profile of the directors being appointed/re-appointed is provided in the Notice for convening the Annual General Meeting.

B) Previous Annual General Meetings

The detail of last three Annual General Meetings (AGMs) is given hereunder:

Meeting	Day, date & time of the meeting	Venue	No. of Special Resolutions
45th AGM	Thursday, 28th day of August, 2025 at 11:00 AM	Regd. Office:Vardhman Park, Chandigarh Road, Ludhiana - 141123	1
44th AGM	Friday, 29th day of September, 2024 at 11:00 AM	Regd. Office:Vardhman Park, Chandigarh Road, Ludhiana - 141123	—
43rd AGM	Friday, 18th day of August, 2023 at 11:00 AM	Regd. Office:Vardhman Park, Chandigarh Road, Ludhiana - 141123	2

Postal Ballot:

During the year 2025-26, One Special Resolution was passed on 22.02.2026 through Postal Ballot. Voting pattern of the said Special Resolution is mentioned hereinbelow:

Sr. No.	*Particulars of Resolution*	*% of votes in favour on votes polled*	*% of votes against on votes polled*	*Status of Resolution*
1	To consider and appoint Mr. Shubham Jain (DIN: 11397574) as Independent Director	99.9987	0.0013	Resolution was passed with requisite majority

Procedure for Postal Ballot:

Pursuant to the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Management Rules), as amended, the Company had issued Postal Ballot Notice dated 19th January, 2026 to the shareholders, seeking their consent with respect to the businesses as specified above. In compliance with provisions of Section 108, Section 110 and other applicable provisions of the Act read with the Management Rules and general circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company had provided remote e-voting facility to all the shareholders of the Company. The Company engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the shareholders to cast their votes electronically. The Board of Directors had appointed M/s Khanna Ashwani and Associates, Company Secretary, Ludhiana, as the Scrutinizer for Postal Ballot process. The remote e-voting period commenced on Saturday, 24th January, 2026 (9:00 A.M. IST) and ended on Sunday, 22nd February, 2026 (5:00 P.M. IST) (both days inclusive). The cut-off date, for the purpose of determining the number of shareholders was Friday, 16th January, 2026. After the completion of scrutiny of postal ballot process, the scrutinizer submitted his report and voting results had been declared in accordance with the applicable laws.

No Special Resolution(s) requiring a Postal Ballot is being proposed at the ensuing AGM of the Company.

C) Means of Communication

The Company communicates with the shareholders at large through its Annual Reports, placing the information on Company's website, publication of financial results and by filing various reports and returns with the statutory bodies like Stock Exchanges, the Registrar of Companies and website of Ministry of Corporate Affairs. The financial results are published in prominent daily newspapers viz., Financial Express, Economic Times and Desh Sewak (Punjabi).

The financial results, annual report, corporate governance report, official news releases, if any, and shareholding pattern of the Company are also available on the Company's website viz. **www.vpl.in**

During the year ended 31st March, 2026, no presentations were made to institutional investors or analysts.

8. *DISCLOSURES:*

a) Related Party Transactions: All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of business. All Related Party Transactions were placed before the Audit Committee for its approval. The Audit Committee has granted omnibus approval for Related Party transactions as per the provisions and restrictions contained in the SEBI Listing Regulations. There was no material/ significant transaction with the related parties (such as directors or the management, their subsidiaries or relatives etc.) that have any potential conflict with interest of the Company at large read with details of transactions as disclosed in Notes on Accounts annexed in the Balance Sheet as per Accounting Standard Ind-AS 24. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link: https://www.oswalgroup.com/images/recorduplload/policy-on-related-party-transactions-2025.pdf

b) Non-compliances/ Penalties: No penalties or strictures were imposed by the Stock Exchanges or SEBI or any other Statutory Authority during the last three years.

Securities of the Company have not been suspended for trading at any point of time during the year.

c) Vigil Mechanism/ Whistle Blower Policy: The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a vigil mechanism/ whistle blower policy wherein the employees are free to report violation of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of person reporting violation is maintained and he is not subjected to any discriminatory practice. No person has been denied access to the chairperson of Audit Committee. The vigil mechanism policy is available at Company's website at the following link: https://www.oswalgroup.com/images/recorduplload/vigil-mechanism-policy.pdf

d) Mandatory/Discretionary requirements: All mandatory requirements of SEBI Listing Regulations/ Corporate Governance clause have been complied with during the year. The Company has also implemented some of the discretionary requirements such as Women Independent Director and direct reporting by Internal Auditor to Audit Committee as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015.

e) The detail of total fees for all services paid, by the listed entity and its subsidiary, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part, is given hereunder:

S. No.	Name of Entity	Relationship with VPL	Details of Services	Amount (Rs.Lakh)
1	Vardhman Polytex Limited	-	Statutory Audit	8.50
2	Vardhman Polytex Limited	-	Tax Audit	1.00
3	Vardhman Polytex Limited	-	Out of pocket expenses	0.14
	Total			09.64

f) Disclosure in Relation of Sexual Harassment of Women at Workplace: The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. Status of complaints received during the year:

Sr. No.	Particulars	Details
1	Number of complaints filed during the financial year	NIL
2	Number of complaints disposed-off during the financial year	NIL
3	Number of complaints pending for more than 90 days	NIL
4	Number of complaints pending as on end of the financial year	NIL

g) During the year under review, the company is in fully compliance of Maternity Benefits Act, 1961.

h) Company has obtained a certificate from Company Secretary in Practice stating that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of company by SEBI/ Ministry of Corporate Affairs or any such statutory authority.

i) Due to bank accounts of the company were classified as NPA by the consortium of banks, credit rating in respect of bank borrowings was last assigned as "D" by ICRA. However, during the month of March, 2026, credit rating was withdrawn by ICRA vide its letter dated 13 March, 2026, on the request of company. Furthermore, the company has obtained new credit rating in respect of issuance of Non-Convertible Debentures as 'IVR-D' from Infomerics Valuation and Rating Ltd vide its letter dated 23 March, 2026.

j) The Board of Directors had accepted all the recommendations, if any, as and when received from its Committees on different matters.

k) Details of Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

Details of utilization of funds raised during the FY 2025-26 through Preferential Issue is as under:

Sr. No.	Particulars	Date	Amount Received (Rs.)	Name of Investor	Utilization of funds
1	Allotment of 65,00,000 shaers upon conversion of 65,00,000 warrants	23.03.2026	6,11,81,250/-	Entity falling under the definition of Promoter Group as per Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018	The proceeds of the preferential issue has been utilized for the following purposes: • To repay the debt/ creditors of the Company • To meet working capital requirements' • General Corporate Purpose and issue expenses
2	Allotment of 70,00,000 shares upon conversion of 70,00,000 warrants	24.03.2026	6,58,87,500/-		
3	Allotment of 75,00,000 shares upon conversion of 75,00,000 warrants	25.03.2026	7,05,93,750/-		
4	Allotment of 31,25,000 shares upon conversion of 31,25,000 warrants	26.03.2026	2,94,14,063/-		

l) STATUTORY DISCLOSURES:

a) There is no issue of equity shares with differential rights as to dividend, voting or otherwise.

b) There is no issue of shares (including sweat equity shares) to employees of the Company under any scheme.

c) There is no share in the demat suspense account or unclaimed suspense account.

d) During the year, there is no such type of agreement as stated mentioned in clause 5A of paragraph A of Part A of Schedule III has been entered

e) Neither the Managing Director(s) nor the Whole-time Director(s) of the Company receive any remuneration or commission from any of its subsidiaries.

f) The company did not buy back of its shares from the market.

g) During the FY 2025-26, the company has not given any loans and advances in the nature of loans to the firms/ companies in which directors are interested.

h) During the year, company is in compliance of the requirements of corporate governance report of sub para 2 to 10 of para C of Schedule V of SEBI (LODR) Regulations, 2015.

9. *GENERAL SHAREHOLDERS INFORMATION:*

I) ***46th Annual General Meeting***

Date	:	Thursday, 24th September, 2026
Time	:	11:00 A.M.
Venue	:	Vardhman Park, Chandigarh Road, Ludhiana-141123

II) ***Financial Year*** : 1st April, 2025 to 31st March, 2026

III) ***Financial Calendar for 2025-26 (Results were announced in):***

First Quarter Results	:	August, 2025
Second Quarter Results	:	November, 2025
Third Quarter Results	:	February, 2026
Fourth Quarter/Annual Results	:	May, 2026

IV) ***Financial Calendar for 2026-27 (Tentative):***

First Quarter Results	:	August, 2026
Second Quarter Results	:	November, 2026
Third Quarter Results	:	February, 2027
Fourth Quarter/Annual Results	:	May, 2027

V) ***Dividend Payment date:*** : Not Applicable

VI) ***Listing of Securities:***

Sr. No.	Description	Stock Exchange	Stock Code
1.	Equity Shares	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	514175
		The National Stock Exchange of India Ltd. (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai-400 051	VARDMNPOLY
2.	Non- Convertible Debentures*	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	977714

*Non-Convertible Debentures (NCDs) were issued and listed on BSE Limited in April, 2026.

The Company has duly paid the listing fees to BSE and NSE for the year 2025-26 and also for the year 2026-27.

VII) ***Registrar & Share Transfer Agent (RTA):***

M/s Alankit Assignments Limited

(Unit: Vardhman Polytex Limited)

1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110 055

Telephone No.: 011-42541234, 23541234, Fax No. 011-41543474

E-mail: rta@alankit.com , Website: www.alankit.com

VIII) ***Share Transfer System:***

The Company has authorised RTA for transfer/ transmission/ dematerialization/ rematerialization etc. who attend the formalities related thereto on an average once in a week. A status report received from RTA is placed before the board of directors periodically.

IX) ***Dematerialization of Shares and liquidity:***

The shares of the Company are traded on the Stock Exchanges compulsorily in demat form. The International Securities Identification Number (ISIN) for equity shares is INE835A01029. 99.35% of the paid up equity share capital comprising 45,58,93,464 shares are in dematerialized form as on 31st March, 2026, whereas 2,41,25,000 shares allotted in March 2026 were pending for credit in the demat account of the allottee as on 31.03.2026.

X) ***Distribution of Shareholding as on 31st March, 2026:***

Range	Shareholders		Shares	
(No. of shares)	Numbers	%age	Numbers	%age
Upto 500	21430	63.04%	22,02,026	0.46%
501 - 1000	4663	13.72%	41,30,093	0.86%
1001 - 5000	5719	16.82%	1,32,28,585	2.74%
5001 - 10000	990	2.91%	76,22,036	1.58%
10001 & Above	1195	3.52%	45,58,36,264	94.37%
Total	**33997**	**100.00%**	**48,30,19,004**	**100.00%**

XI) ***Shareholding Pattern of the Company:***

Sr. No.	Category of the shareholders	As on 31st March, 2026	
		No. of Shares	%age
1.	Promoters/Promoter Group	18,11,47,910	37.50%
2.	Foreign Portfolio Investors (FPIs) category I and II	2,71,74,878	5.63%
3.	Mutual Funds & UTI	18,000	0.00%
4.	Banks, Financial Institutions, Insurance Co.	0	0.00%
5.	Bodies Corporate	2,99,43,013	6.20%
6.	Indian Public	23,51,11,326	48.68%
7.	NRIs, OCBs, FIIs	13,10,288	0.27%
8.	Any other (HUF, Clearing Member)	83,13,589	1.72%
	Total	**48,30,19,004**	**100.00%**

XII) ***Outstanding GDRs/ADRs/Warrants:***

As on 31.03.2026, there were no outstanding GDRs/ ADRs.

However, out of 4,95,25,000 pending warrants for conversion, 2,41,25,000 shares were allotted during the last quarter of FY 2025-26, upon conversion of 2,41,25,000 warrants issued on preferential basis to promoter group entity. 2,54,00,000 warrants are pending for conversion as on 31.03.2026. Assuming full conversion of the above said warrants in due course, paid-up share capital of the company would be Rs. 50,84,19,004 comprising of 50,84,19,004 equity shares of Re. 1 each.

Further, during the month of April 2026, company had issued Secured, rated, listed and redeemable 18% Non-Convertible Debentures (NCDs) to Special Situation India Fund on private placement basis in accordance with the applicable provisions of SEBI (Issue and listing of Non-Convertible Securities), Regulations, 2021. NCDs are to be redeemed till 31 March 2031 as per the terms.

Apart from the above said NCDs, during the month of May 2026, secured, unrated, unlisted and redeemable Optionally Convertible Debentures (OCDs) had also been issued to Special Situation India Fund on preferential basis in terms of SEBI (ICDR) Regulations. OCDs are valid for 18 Months from the date of allotment i.e., 18 months from 18 May 2026 as per the terms and applicable provisions of SEBI (ICDR) Regulations.

XIII) ***Commodity Price Risk/Foreign Currency Risk/Hedging Activities:***

The Company is exposed to commodity price risk/foreign exchange risks. The Company continuously evaluates risks exposers and takes required actions from time to time to minimize the impact of fluctuations.

XIV) ***Plant/Unit Locations:***

The company was having three production facilities located at Nalagarh (Himachal Pradesh), Ludhiana (Punjab) and Bathinda (Punjab) for the manufacturing of yarns. Production facility at Nalagarh only is operational as on date.

Ludhiana Unit:

In March 2025, the company had closed the operations at manufacturing unit located at Focal Point, Ludhiana to explore various avenues for the monetization of real estate potential of the land and streamlining the cash flows of the organization.

Bathinda Unit:

The Company has progressed with its strategic plan for land at Badal Road, Bathinda Unit. Manufacturing operations at this unit were discontinued during FY 2023-24 due to economic non-viability driven by aging machinery, high production overheads, and persistent operational losses. To unlock value and augment corporate liquidity, management is actively exloring a real estate monetization plan for the underlying land.

Details of operational Plant/Unit at Nalagarh:

Vardhman Polytex Limited, Village Nangal Nihla/Upperla, Swarghat Road, Nalagarh -174101

Registered Office of the company: Vardhman Park, Chandigarh Road, Ludhiana -141123

XV) ***Address for correspondence:***

Shareholders should address their correspondence to the Company's Registrar & Transfer Agents (RTA) at the address mentioned in point VII.

Shareholders may also contact Company Secretary and Compliance Officer at the Registered Office of the Company at:

Vardhman Park, Chandigarh Road, Ludhiana -141123| (F) +91-161-6629888| (E): **secretarial@vpl.in**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DP).

Queries relating to the Financial Statements may be addressed to CFO at the Registered Office of the Company at:

Vardhman Park,

Chandigarh Road,

Ludhiana -141 123.

Tel: 0161-6629888

XVI) ***Unpaid/Unclaimed Divided:***

The company did not declare any dividend after the FY 2007-08 and the unpaid/unclaimed dividend upto the financial year 2007-08 has been transferred to Investor Education and Protection Fund (IEPF). As on date, there is no unclaimed dividend pending with the Company.

10. ***CERTIFICATE OF COMPLIANCE FROM AUDITOR:***

The company is in compliance with the conditions of Corporate Governance as stipulated under SEBI (LODR) Regulations, 2015. In this context, certificates from M/s Navneet Sehgal & Co., Chartered Accountant (Firm Registration No. 008199N), Auditors of the company is annexed with this Report as ***Annexure- 2***

11. ***CEO/ CFO Certification:***

In terms of Regulation 17(8) of Listing Regulations, the certificate duly signed by the Chief Executive Officer /CMD and Chief Financial Officer of the Company was placed before the Board and the same is annexed to this report as ***Annexure- 3***.

Annexure-1

DECLARATION BY CHAIRMAN & MANAGING DIRECTOR ABOUT THE COMPLIANCE OF CODE OF CONDUCT BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

In compliance with the provisions as contained in Regulation 34(3) and Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 it is hereby stated that the company has adopted a code of conduct for the members of the board and senior management personnel of the company.

I, undersigned, further declare that the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Companies Code of Conduct during the financial year ending 31st March, 2026.

Sd/-
Adish Oswal
Chairman & Managing Director
DIN: 00009710

Date: August 10, 2026
Place: Ludhiana

Annexure-2

CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE FROM AUDITOR

To
The Members of
Vardhman Polytex Limited
Vardhman Park,
Chandigarh Road,
Ludhiana- 141123

We have examined the compliance of conditions of Corporate Governance by Vardhman Polytex Limited ("the Company") for the year ended 31st March, 2026, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility for Compliance with the Conditions of Listing Regulations

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Auditors' Responsibility

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We further state that such compliance 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.

Restriction on use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it 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.

For Navneet Sehgal & Co.
Chartered Accountants
FRN- 008199N.

Sd/-
Navneet Sehgal
Partner
M. No. 085767
UDIN: 26085767OZNQAQ1484

Place: 10, Fountain Chowk, Ludhiana
Dated: 9th August, 2026

Annexure-3

CEO/CFO Certification

To
The Board of Directors,
Vardhman Polytex Ltd.
Vardhman Park, Chandigarh Road,
Ludhiana-141123

Subject: CEO/CFO certification (Pursuant to Regulation 17(8) and Regulation 33(2)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, hereby, certify to the board of directors of the company that:

(a) We have reviewed financial statements for the quarter/financial year ended 31st March, 2026 and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee-

(i) Significant changes in internal control during the quarter/year, if any;

(ii) Significant changes in accounting policies during the quarter/year, if any and that the same have been disclosed in the notes to the financial statements; and,

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

(Radhamohan Soni)
Chief Financial Officer

(Adish Oswal)
Chairman and Managing Director
DIN: 00009710

Place: Ludhiana
Dated: August 10, 2026

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VARDHMAN POLYTEX LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **VARDHMAN POLYTEX LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit and total comprehensive income, changes in equity and its cash flows 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 Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 qualified audit opinion on the Ind AS financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Sr. No.	Key Audit Matter	Auditor's Response
1.	**Evaluation of uncertain tax positions** The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes to the Ind AS Financial Statements	**Principal Audit Procedures Performed:** Obtained details of complete tax assessments and demands till the year ended March 31, 2026 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the 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. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in

equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Management and Board of Directors of the companies are responsible for 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the respective Management and Board of Directors are 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 and Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS 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 SA's 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 SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS 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 controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such 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 Ind AS financial statements, including the disclosures, and whether the Ind As financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company of which we are the independent auditors to express an opinion on the Ind AS financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial information of the Company of which we are the independent auditors.

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 to 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. A) As required by Section 143(3) of the Act, based on our audit 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 (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended,

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending litigations as at March 31, 2026 on the financial position of the company. Refer note 39 to the financial statements.

ii) The Company has long-term contracts as at March 31, 2026 for which there were no material foreseeable losses. The Company did not have any derivative contracts as at March 31, 2026.

iii). There are no amounts to be transferred 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, that 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, 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 to or on behalf of the Ultimate Beneficiaries.

(b) The management has represented, that, to the best of its knowledge and belief, that no funds have been received by the Company or its joint operation from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 from or on behalf of the Ultimate Beneficiaries.

(c) Based on audit procedures performed that have been 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 (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The Company has neither declared nor paid any dividend during the year.

(vi) Based on our examination, which included test checks, the company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (Edit Log) facility and the same has operated throughout the year, for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

2. 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 Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Navneet Sehgal & Co.
Chartered Accountants
FRN - 008199N

Sd/-
Navneet Sehgal
Partner
M. No. 085767
UDIN - 26085767TSULVX1412

Place – Ludhiana
Dated – 29th May 2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1(f) under "Report on other legal and regulatory requirements" section of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **VARDHMAN POLYTEX LIMITED** ("the Company") as of March 31, 2026 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 Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 (the "ICAI"). 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, 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, as required under the Companies Act, 2013.

Auditor's 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 was 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 of 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 internal financial controls system over financial reporting of the Company.

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 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to financial statements 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 Navneet Sehgal & Co.
Chartered Accountants
FRN - 008199N

Sd/-
Navneet Sehgal
Partner
M. No. 085767
UDIN - 26085767TSULVX1412

Place – Ludhiana
Dated – 29th May 2026

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading "Report on other legal and regulatory requirements" of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i). In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The company has maintained proper records showing full particular of intangible assets.

(b) According to the information and explanation given to us and on the basis of our examination of records of the company, the company has a regular programme of physical verification of its property, plant and equipment, by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanation given to us and on the basis of our examination of record of the company, title deeds of immovable property are held in name of company except for the following :

Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company**
Land & Building	1197472	Mr. Subhash Sharma	No	22.06.2011	State Government rules
Land & Building	346100	Mr. Subhash Sharma	No	01.02.2011	State Government rules
Land & Building	487808	Mr. Subhash Sharma	No	13.12.2010	State Government rules

In this respect, the Company has already paid full consideration as per agreement of Purchase of said property. However, approval of Himachal Pradesh Government for registration of Property in the name of Company is yet to be received.

(d) According to the information and explanation given to us and on the basis of our examination of the records of the company, the company has not revalued its Property, Plant and Equipment or Intangible assets or both during the year.

(e) According to the information and explanation given to us and on the basis of our examination of the records of the company, there are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act 1988 (as amended in 2016) and rules made thereunder.

(ii). (a) As explained to us, the inventories were physically verified during the year by the management at reasonable interval. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on such verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanation given to us and on the basis of our examination of the records, during the year the company has not been sanctioned working capital limits in excess of five crore rupees, in

aggregate, from a consortium of banks on the basis of the security of current assets. The company is not availing any working capital limits from any bank/ financial institutions. Therefore, no quarterly statements are required to be submitted.

(iii). According to the information and explanation given to us and on the basis of our examination of the records of the company, the company, during the year, has not made any investment in, or provided guarantees or security or granted any loan or advances in the nature of loan, secured or unsecured to companies, firm, limited liability partnership.

The company has granted unsecured loan and advances in the nature of loan to other parties in respect of which requisite information is as below.

a) Based on the audit procedures carried on by us and as per information and explanation given to us the company has provided loans to employee and advance in the nature of loan as below:

Particulars	Loans	Advance in the nature of Loans
Aggregate amount during the year		
- Employees	1.50 Lacs	Loan
- Others	Nil	NA
Balance outstanding as at balance sheet date		
- Employees	6.89 Lacs	Loan
- Others	Nil	NA

b) The terms and conditions of the grant of all the above-mentioned loans to employees during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal has been stipulated and the receipt have been regular except Rs 3.50 Lacs which is not received regularly. This amount pertains to those employees who left and the same will be adjusted when full and final payment is made.

d) According to the information and explanations given to us and on the basis of our examination of the records of the company, Rs 3.50 Lacs is overdue amount for more than ninety days in respect of loan given.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Hence reporting under clause (iii)(f) is not applicable.

(iv). According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 or 186 of the Companies Act, 2013, and hence reporting under clause (iv) of the Order is not applicable.

(v). The company has not accepted any deposits or amounts which are deemed deposit from the public. Accordingly, clause (v) of the order is not applicable.

(vi). We have broadly reviewed the cost records maintained by the Company pursuant to the (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii). According to information and explanations given to us in respect of statutory dues:

(a) The Company has been generally regular in depositing undisputed statutory dues including Goods and service tax, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities .

There were no undisputed amounts payable in respect of Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable except for the Provident Fund which is outstanding to be deposited for the period of more than six months as on March 31, 2026 to the extent of ₹ 28.69 Lacs but is deposited as on date of Audit report.

(b) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2026 on account of dispute are given below:

Name of the statute	Nature of dues	Period to which it pertains	Amount in dispute	Forum where dispute is pending	Amount deposited	Matter of disputed
Central Excise Act,1944	Excise Duty	2004-05	28.93	CESTAT, New Delhi	-	Cenvat credit on input has been reversed.
	Excise Duty	2008-09	103.2	Additional Commissioner C.E. Commissionerate, Chandigarh	7.74	Rebate on exports.
	Excise Duty	2009-10	1.14	Joint Secretary to Govt. of India, Ministry of Finance, New Delhi	-	Rebate on exports.
	Excise Duty	2014-15	168.55	Hon'ble Punjab & Haryana High Court, Chandigarh	-	Rebate on exports.
	Excise Duty	2014-15	22.42	Joint Secretary to Govt. of India, Ministry of Finance, New Delhi	-	
	Excise Duty	2017-18	50.63	Joint Secretary to Govt. of India, Ministry of Finance, New Delhi	-	
	Excise Duty	2017-18	66.92	Central Excise (Appeals), Chandigarh	5.02	
Service Tax Act	Service tax	2004 – 05, 2005 – 06 and 2006 – 07	14.11	CESTAT, New Delhi	1.41	Service Tax on Overseas commission
	Service tax	2009-10	1.27	CESTAT, New Delhi	-	SCN for Service Tax refund claimed.
Income Tax Act	Income tax	1998-99 to 2002-2003, 2007-2008, 2016-2017, 2017-2018	1345.92	CIT (Appeals), Ludhiana	375.15	Disallowance of deduction under section 80HHC & 80M, 44AD & 68 of Income Tax Act, Disallowance of Interest u/s 36(1)(iii) for investment in subsidiary companies, Disallowance of depreciation on profit on buy back of FCCB Bonds.
	Income tax	2004-2005, 2005-2006, 2006-2007, 2011-2012 to 2015-16	528.22	ITAT, Chandigarh	41.66	Disallowance of Interest u/s 36(1)(iii) for investment in subsidiary companies, computation u/s 14A, Interest disallowance on advances to subsidiary companies u/s 36(1)(iii) Disallowance of depreciation on profit on buy back of FCCB Bonds, Subscription of Share Capital - Section 68
	Income tax	1998-99 to 2001-2002 2003-2004, 2004-2005 2008-09 to 2010-2011	464.36	Hon'ble Punjab & Haryana High Court, Chandigarh	152.65	Disallowance of deduction under section 80HHC, 80IB & 80M, Disallowance of Interest u/s 36(1)(iii) & as revenue expenditure or capital expenditure though matter decided by Hon'ble SC in our favor and levy of interest u/s 234 D, Disallowance u/s 14-A.
	Income tax	2015-16, 2016-17, 2017-2018, 2020-21	3417.26	DCIT (TDS)	176.34	Failure to deduct TDS u/s 271C
	Income tax	2016-17	203.21	ITO (TDS)	-	Failure to deduct TDS u/s 271C
	Income tax	2018-19,	95.05	ACIT (TDS)	-	
		2019-20				

Name of the statute	Nature of dues	Period to which it pertains	Amount in dispute	Forum where dispute is pending	Amount deposited	Matter of disputed
Punjab General Sales Tax Act	Punjab Vat	2000-01, 2001-02	17.61	DETC Appeal	4.41	Incremental production in respect of additional fixed capital investment.
	Punjab Vat	2005-06	0.49	DETC, Patiala	0.12	
	Punjab Vat	2006-07	33.08	DETC (Appeals), Faridkot (Pb.)	-	Disallowance of ITC in respect of purchases from M/s Chabra Ind. & ITC on Diesel.
	Punjab Vat	2008-09	62.14	VAT Tribunal, Punjab	-	Disallowance of ITC on Diesel & reversal of entry tax in respect of branch transfer & 19(5)
	Punjab Vat	2009-10	79	VAT Tribunal, Punjab	-	ITC on diesel, Reversal of 19(5) in exempted units, reversal of entry tax in respect of branch transfer & 19(5).
	Punjab VAT	2011-12	18	DETC Appeals, Faridkot	4.5	Interest on additional demand.
	Punjab VAT	2012-13	8.73	DETC Appeals, Faridkot	4.02	Interest on additional demand.
	GST	2017-18	107.51	Appellate Authority	5.38	Financial and related service
Wealth Tax Act	Wealth Tax	A.Y. 1998-99	2.47	ITAT, Chandigarh	-	Dispute on valuation of land

(viii). According to the information and explanation given to us and on the basis of our examination of the records of the company, the company has not surrendered or disclose any transaction, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax act, 1961 (43 of 1961) as income during the year.

(ix) (a) In our opinion and according to the information and explanations given to us as on March 31, 2026, the Company has defaulted in the repayment of dues to Phoenix ARC as per the LOA's signed to the tune of Rs. 37.06 Cr which has been paid as on date of signing of financial statements and the audit report.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the company, the company is not declared willful defaulter by any bank or financial institution or government or government authority or any other lender.

(c) In our opinion and according to the information and explanations given to us by the management, the company has not been granted any term loan during the year.

d) According to the information and explanation given to us and on the basis of overall examination of the balance sheet of the company, we report that no fund has been raised on short- term basis.

(e) According to information and explanation given to us and on overall examination of financial statement of the company, we report that Company has not taken fund from any entity or person on account of or to meet the obligation of its subsidiaries, associate or joint venture.

(f) According to information and explanation given to us and procedure performed by us, we report that the company has not raised loans during the Year on pledge of securities held in its subsidiaries, joint ventures, or associate company (as defined under the act).

(x) (a) The company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year, Accordingly Clause, (x)(a) of the Order is not applicable.

b) Out of 4,95,25,000 convertible warrants pending for conversion, 2,41,25,000 equity shares of Re. 1 each have been allotted on conversion of 2,41,25,000 warrants during the last Quarter of the FY 2026, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. As on date, 2,54,00,000 convertible warrants stand pending for conversion according to the terms.

(xi). (a) Based on the examination of the books and records of the company and according to the Information and explanation given to us, considering the principle of materiality outline in the standard of auditing we report that no fraud by the company or on the company has been noticed or reported during the course of the audit.

(b) According to information and explanation given to us, no report under sub- section (12) of section 143 of the act has been filed by the auditors in form ADT-4 as prescribed Under Rules 13 of Companies (Audit and Auditor) Rules, 2014 with the central government during the year and upto the date of this report.

(c) The auditor has not received any complaints from whistle-blower during the year. Therefore, reporting under clause (xi)(c) of the order is not applicable.

(xii). The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii). In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv). (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit report of the company issued till date for the period under audit.

(xv). According to information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected its directors and hence the provision of section 192 of the Companies Act 2013, are not applicable.

(xvi). (a) According to information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.Therefore provision of clause (xvi)(a), (b) and (c) of the order are not applicable to company hence not commented upon.

The Company does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) Based on the procedure performed and information and explanation given by the management the company has not incurred cash loss in the current financial year and there was no cash loss in previous financial year.

(xviii). There has been no resignation of the statutory auditors of the company during the year.

(xix). According to the information and explanation given to us and on the basis of financial ratios, ageing and the expected dates of realization of the financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of director and management plans and based on our examination of evidence supporting the assumption nothing has come to our attention, which cause us to believe that any material uncertainty exists on the date of audit report indicating that the company is not capable meeting its liabilities existing at the date of balance sheet as and when they fall due within a period one year from the Balance Sheet date. We, however, state that this is not assurance as to the future viability of the company. We further state that our reporting is based on facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx). In our opinion and according to the information and explanations given to us, section 135 of the Act is not applicable to the Company. Accordingly, clauses (xx)(a) and (xx)(b) of the Order are not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Navneet Sehgal & Co.
Chartered Accountants
FRN - 008199N

Sd/-
Navneet Sehgal
Partner
M. No. 085767
UDIN - 26085767TSULVX1412

Place – Ludhiana
Dated – 29th May 2026

Balance sheet as at 31st March 2026

(₹ in Lakh)

	Note No.	As at 31 March 2026	As at 31 March 2025
I Assets			
1 Non current assets			
a) Property, plant and equipment	2	9,501.71	11,332.53
b) Investment Property	2(a)	28.10	28.77
c) Capital work-in-progress	2(b)	-	261.84
d) Other intangible assets	2	0.85	1.58
e) Financial assets			
i) Investments	3	0.62	0.62
ii) Loans	4	-	-
iii) Other financial assets	5	203.61	385.49
iv) Trade Receivables	6	513.67	533.02
f) Deferred tax assets (net)	7	5,016.18	5,016.18
g) Other non-current assets	8	(0.00)	718.66
Total Non Current Assets		15,264.74	18,278.70
2 Current assets			
a) Inventories	9	7,856.05	4,376.34
b) Financial assets			
i) Trade and other receivables	10	337.82	422.27
ii) Cash and cash equivalents	11	27.71	38.15
iii) Bank balances other than above	12	0.50	5.50
iv) Loans	13	6.89	11.14
v) Other financial assets	14	819.87	406.29
c) Current tax assets	15	845.56	713.05
d) Other current assets	16	2,785.12	2,993.27
e) Assets held for sale	16A	368.93	332.60
Total Current Assets		13,048.44	9,298.61
TOTAL ASSETS		**28,313.19**	**27,577.32**
II EQUITY AND LIABILITIES			
1 EQUITY			
a) Equity share capital	17	4,830.19	4,588.94
b) Other equity	18	(24,548.29)	(27,328.08)
Total Equity		(19,718.10)	(22,739.14)
2 Non-current liabilities			
a) Financial liabilities			
i) Borrowings	19	-	1,620.41
b) Long term provisions	20	151.64	149.70
c) Other non-current liabilities	21	31,509.85	32,429.61
Total Non Current Liabilities		31,661.49	34,199.72
3 Current liabilities			
a) Financial liabilities			
i) Borrowings	22	5,512.27	3,344.83
ii) Trade payables	23		
- Total Outstanding dues of Micro enterprises and Small enterprises		-	-
- Total Outstanding dues of trade payables other than Micro enterprises and Small enterprises		7,509.02	9,731.24
iii) Other financial liabilities	24	2,064.59	1,294.67
b) Other current liabilities	25	982.98	1,457.14
c) Short term provisions	26	300.92	288.87
Total Current Liabilities		16,369.79	16,116.75
TOTAL EQUITY AND LIABILITIES		**28,313.19**	**27,577.32**
Significant accounting policies	1		
The accompanying notes form an integral part of these financial statements			

As per our report of even date
For Navneet Sehgal & Co.
Chartered Accountants
Firm Reg. No:-008199N

Sd/-
Navneet Sehgal
Partner
Membership No. 085767
UDIN- 26085767TSULVX1412

Place: Ludhiana
Date: 29th May 2026

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF VARDHMAN POLYTEX LIMITED

Sd/-
Manju Oswal
Director
(DIN-00009449)

Sd/-
Adish Oswal
Chairman & Managing Director
(DIN-00009710)

Sd/-
Ajay K. Ratra
(Company Secretary)

Sd/-
Radhamohan Soni
(Chief Financial Officer)

Statement of profit and loss for the year ended 31st march. 2026

(₹ in Lakh)

Particulars	Notes No.	For the year ended 31 March 2026	For the year ended 31 March 2025
Revenue			
Revenue from operations	27	23,670.39	28,498.22
Other incomes	28	917.20	2,608.50
Total Income (I)		**24,587.59**	**31,106.73**
Expenses			
Cost of material consumed	29	16,056.21	20,017.43
Purchase of traded goods	30	5,027.29	3,896.20
Changes in inventories of finished goods	31	(3,458.56)	(3,096.56)
Employee benefit expense	32	1,625.02	2,531.97
Finance costs	33	898.50	1,407.78
Depreciation and amortization expense	2	671.99	898.34
Power & Fuel Cost	34	1,849.10	2,416.13
Other expenses	34	1,149.92	1,543.06
Total expenses (II)		**23,819.46**	**29,614.34**
Profit before exceptional items and tax (I-II = III)		**768.13**	**1,492.39**
Exceptional items (IV)/(Income)		-	-
Profit before tax (III - IV = V)		**768.13**	**1,492.39**
Tax expense (VI)			
Current tax		-	-
Deferred tax (credit)		-	-
Profit for the period from continuing operations After Tax (V - VI = VII)		**768.13**	**1,492.39**
Other Comprehensive Income (VIII)			
Items that will not be reclassified to profit or loss			
(i) Remeasurement of defined benefit obligation		(17.85)	27.73
Total Comprehensive Income for the period (VII + VIII = IX) (Comprising Profit (Loss) and Other Comprehensive income for the period)		**750.28**	**1520.12**
Earnings per equity share	37		
Basic		0.17	0.45
Diluted		0.17	0.45
The accompanying notes form an integral part of these financial statements			

As per our report of even date
For Navneet Sehgal & Co.
Chartered Accountants
Firm Reg. No:-008199N

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF VARDHMAN POLYTEX LIMITED

Sd/-
Navneet Sehgal
Partner
Membership No. 085767
UDIN- 26085767TSULVX1412

Sd/-
Manju Oswal
Director
(DIN-00009449)

Sd/-
Adish Oswal
Chairman & Managing Director
(DIN-00009710)

Place: Ludhiana
Date: 29th May 2026

Sd/-
Ajay K. Ratra
(Company Secretary)

Sd/-
Radhamohan Soni
(Chief Financial Officer)

Cash Flow Statement for the Period ended March 31, 2026

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Cash flow from Operating Activities:		
Net profit before tax	768.13	1,492.40
Adjustments for:		
Add:		
Depreciation and amortisation	671.99	898.34
Finance costs	898.50	1,407.78
Foreign currency monetary item translation difference (net)	(0.10)	3.20
Sundry balance written off	-	-
Net Loss on sale / discarding of fixed assets	-	-
Less:		
Interest income	(11.00)	(470.12)
Amount written back under OTS	-	-
Net Profit on sale / discarding of fixed assets	(622.66)	(1,484.72)
Provisions for Doubtful Debts written back	-	(243.50)
Provisions no longer required written back	(34.02)	(197.44)
Operating Profit before Working Capital changes	**1,670.85**	**1,405.93**
Adjustments for changes in Working Capital :		
- Increase/(decrease) in trade payables and other Liabilties	(1,896.19)	(9,384.79)
- (Increase)/decrease in trade receivables and other receivables	670.65	846.31
- (Increase)/decrease in inventories	(3,479.71)	(2,695.11)
Cash generated from Operating Activities	**(3,034.41)**	**(9,827.66)**
- Taxes (paid) (net of tax deducted at source)	-	-
Net cash (used in)/ generated from Operating Activities	**(3,034.41)**	**(9,827.66)**
B. Cash flow from Investing Activities:		
Purchase of fixed assets	(1,267.27)	(471.20)
Sale of fixed assets	1,499.57	2,757.86
Assets held for sale	339.64	-
Conversion of Land to Inventory	1,436.47	307.71
Interest received	11.00	470.12
Net Cash from Investing Activities	**2,019.41**	**3,064.49**
C. Cash flow from Financing Activities:		
Repayment of short term borrowings		(178.32)
Loan Repayable on Demand-From Bank	8.19	-
Repayment of long term borrowings	(380.89)	(3,562.59)
Interest paid	(898.50)	(1,407.78)
Proceeds from share warrants issued(Including Right Issued)	2,270.76	11,844.50
Net Cash from Financing Activities	**999.56**	**6,695.81**
Net Increase/(Decrease) in cash & cash equivalents	**(15.44)**	**(67.35)**
Cash and cash equivalents as at 1st April (Opening Balance)	**43.65**	**111.00**
Cash and cash equivalents as at 31st March (Closing Balance)	**28.21**	**43.65**
Cash and cash equivalents comprise		
Cash & cheques in hand	26.40	24.41
Balance with banks	1.80	19.24
	28.21	**43.65**

Notes :

The accompanying notes are an integral part of these financial statements

As per our report of even date
For Navneet Sehgal & Co.
Chartered Accountants
Firm Reg. No:-008199N

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF VARDHMAN POLYTEX LIMITED

Sd/-
Navneet Sehgal
Partner
Membership No. 085767
UDIN- 26085767TSULVX1412

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Manju Oswal
Director
(DIN-00009449)

Sd/-
Adish Oswal
Chairman & Managing Director
(DIN-00009710)

Sd/-
Ajay K. Ratra
(Company Secretary)

Sd/-
Radhamohan Soni
(Chief Financial Officer)

Place: Ludhiana
Date: 29th May 2026

Statement of Changes in Equity Share Capital for the year ended 31st March, 2026

a. Equity share capital (₹ in lakh)

Particulars	Number of Shares	Amount
Paid up Capital		
Balance as at April 1, 2024	2,72,90,957	2,729.10
Changes in Equity share capital due to prior period errors	-	-
Restated balance as at 2024	-	-
Sub-Division of Shares**	27,29,09,570	2,729.10
Changes during the year^	18,59,84,434	1,859.84
Balance as at April 1, 2025	45,88,94,004	4,588.94
Changes in Equity share capital due to prior period errors	-	-
Restated balance as at 2025	-	-
Changes during the year*	2,41,25,000	**241.25**
Add:- Forfeited Shares in earlier year#	-	-
Total Equity Share Capital as on 31/03/2026	**48,30,19,004**	**4,830.19**

*** Out of 4,95,25,000 convertible warrants pending for conversion, 2,41,25,000 equity shares of Re. 1 each have been allotted on conversion of 2,41,25,000 warrants during the last quarter of the FY 2026, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. As on date, 2,54,00,000 convertible warrants stand pending for conversion according to the terms.**

** During the FY 2025, shares of the company were sub-divided from one share of Rs. 10 each to 10 shares of Re. 1 each

^During the FY 2025, 8,00,00,000 shares of Re.1 each have been alloted on conversion of 80,00,000 warrants alloted on preferential share basis to non promoters. Further 8,30,59,434 shares of Re.1 each have been alloted on rights basis. Furthermore, during the last quarter of the FY 2025, 7,24,50,000 convertible warrants were issued to an entity falling under Promoter Group as per Reg. 2(1)(pp) of SEBI (ICDR) Regulations, 2015. Out of this, 2,29,25,000 equity shares of Re. 1 each were allotted on conversion of 2,29,25,000 warrants, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations.

63527 Equity Shares of Rs.10 each were forfeited during earlier years due to non payment of call money. As on date , those 63527 share of Rs.10 each are equivalent to 635270 equity shares of Rs.1 each.

Statement of Changes in Other Equity

b. Other Equity (₹ in lakh)

Particulars	Reserves and Surplus			Items of other comprehensive income	Money received against Share Warrants	Total
	General reserve*	Security premium**	Retained earnings***	Actuarial Gain / (Loss)		
Balance at April 1, 2024	9,865.25	9,256.06	(58,553.61)	(210.55)	810.00	(38,832.85)
Changes in Equity share capital due to prior period errors	-	-	-	-	-	-
Restated balance as at April 1,2024	-	-	-	-	-	-
Additions for the year^	-	9,240.81	1,492.40	-	743.85	11,477.06
Other comprehensive income for the year, net of income tax	-	-	-	27.73	-	27.73
Changes in provision for tax written off	-	-	-	-	-	-
Total comprehensive income for the year	-	9,240.81	1,492.40	27.73	743.85	11,504.79
Balance at March 31, 2025	9,865.25	18,496.87	(57,061.21)	(182.82)	1,553.85	(27,328.06)
Balance at April 1, 2025	9,865.25	18,496.87	(57,061.21)	(182.82)	1,553.85	(27,328.06)
Changes in Equity share capital	-	-	-	-	(756.93)	(756.93)
Restated balance as at April 1,2025	-	-	-	-	-	-
Additions for the year #	-	2,786.44	768.13	-	-	3,554.57
Other comprehensive income for the year, net of income tax	-	-	-	(17.85)	-	(17.85)
Changes in provision for tax written off	-	-	-	-	-	-
Total comprehensive income for the year	-	2,786.44	768.13	(17.85)	(756.93)	2,779.79
Balance at March 31, 2026	9,865.25	21,283.31	**(56,293.08)**	(200.67)	796.92	(24,548.27)

#Out of 4,95,25,000 convertible warrants pending for conversion, during the last quarter of the FY 2026, 2,41,25,000 equity shares of Re. 1 each have been allotted on conversion of 2,41,25,000 warrants, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. As on date, 2,54,00,000 convertible warrants stand pending for conversion according to the terms. Additions to security premium pertain to issue of the said 2,41,25,000 Shares of Re.1 each.

^ During the FY 2025, 8,00,00,000 shares of Re.1 each have been alloted on conversion of 80,00,000 warrants alloted on preferential share basis to non promoters. Further 8,30,59,434 shares of Re.1 each have been alloted on rights basis. Furthermore, during the last quarter of the FY 2025, 7,24,50,000 convertible warrants were issued to an entity falling under Promoter Group as per Reg. 2(1)(pp) of SEBI (ICDR) Regulations, 2015. Out of this, 2,29,25,000 equity shares of Re. 1 each were allotted on conversion of 2,29,25,000 warrants, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. Additions to security premium pertain to issue of the said 18,59,84,434 Shares of Re.1 each.

*** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another.**

**** Security Premium reserve represents amount of premium recognised on issue of shares to shareholders at a price more than its face value.**

***** Retained earnings refer to net earnings not paid out as dividends, but retained by the Company to be reinvested in its core business. This amount is available for distribution of dividends to its equity shareholders.**

Notes to the financial statements as at and for the year ended 31st March 2026

1 Corporate Information

a) Vardhman Polytex Limited (the' Company) is a public limited listed company registered under the erstwhile Companies Act 1956 (superseded by Companies Act, 2013). The Company's principal activity is manufacturing of yarn & garments and Real Estate Business . The company is listed on two stock exchanges i.e at National Stock Exchange & Bombay Stock Exchange.

b) The company's principal place of business is located at 'Vardhman Park, Chandigarh Road, Ludhiana - 141123' & factories/units are located at the following premises:

i) Badal Road, Bathinda, Punjab - 151005 - **Transferred to stock in trade**

ii) D295/1, Phase VIII, Focal point, Ludhiana, Punjab - 141123 - **Transferred to stock in trade**

iii) Village Nangal Nihla/Upperla, Swarghat Road, Nalagarh, Himachal Pradesh - 174101

c) These financial statements are presented in Indian Rupees (Rs) which is also its functional currency.

1A Significant accounting policies

a) Statement of compliance & Basis of preparation & presentation

The financial statements are prepared in accordance with and in compliance, in all material aspects, with Indian Accounting Standards (Ind AS)notified under Section 133 of the Companies Act, 2013 (the "Act") read along with Companies (Indian Accounting Standards) Rules, as amended and other provisions of the Act. The presentation of the Financial Statements is based on Ind AS Schedule III of the Companies Act, 2013.The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

b) Use of estimates

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

c) Revenue recognition

Revenue is recognised at fair value of the consideration received or receivable. The amount disclosed as revenue is inclusive of and net of returns, trade discounts, Goods & Service Tax related taxes and amount collected on behalf of third parties.

The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

i) Sale of goods

Revenue from sale of goods is recognized when significant risk and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be reliably estimated and there is no continuing effective control or managerial involvement with the goods and the amount of revenue can be measured reliably. Revenue is recognized in respect of export sales on the basis of bill of lading.

ii) Export Incentives

Revenue in respect of export incentives / benefits are accounted for on post export basis.

iii) Dividends

Revenue in respect of dividends is recognized when the shareholders' right to receive payment is established by the balance sheet date.

iv) Interest

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

v) Insurance Claim

Claims with insurance companies are accounted on accrual basis to the extent, no significant uncertainty exists and these are measurable and ultimate collection is reasonably certain.

d) Inventories

Items of inventories are measured at lower of cost and net realizable value after providing for obsolescence. Cost of inventories comprises of cost of purchase,conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. The cost in respect of various items of inventory is computed as under:

i. Stores, spares and raw materials are valued at lower of historical cost or net realizable value. However materials & other items held for use in the production of inventories are not written below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

ii. Work in progress is valued at raw material cost plus conversion cost depending upon the stage of completion. Land coverted to stock has been re-valued on conversion based on the available data.

iii. Finished goods are valued at lower of historical cost or net realizable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. By products are valued at net realizable value.

iv. Raw material valuation is determined on the basis of weighted average method.

e) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I. Initial recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at their fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss account.Transaction costs of financial asset and liabilities carried at fair value through profit and loss are immediately recognized in the Statement of Profit or Loss.

II. Subsequent Measurement (Non Derivative Financial Instrument)

a) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments on principal and interest on the principal amount outstanding.

b) Financial Asset At Fair Value Through Other Comprehensive Income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial Assets At Fair Value Through Profit or Loss (FVTPL)

A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

d) Financial Liabilities

The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date,the carrying amounts approximate fair value due to the short maturity of these instruments.

e) Derecognization of financial liabilities

The Company derecognises financial liabilities when, and only when, the company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

f) Property, plant and equipment

Land is carried at cost and all other items of property plant, equipments and fixtures are stated at cost less accumulated depreciation. The cost of property, plant and equipment includes

1) its purchase price including import duties and non refundable taxes after reducing trade discount and rebate if any.

2) any attributable expenditure directly attributable to bring an assets to the location and the working condition for its intended use.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Property that is held for long-term rental yields or for capital appreciation or both, and that is not used in the production of goods and services or for the administrative purposes is classified as investment property. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure related to investment properties are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Investment properties are depreciated using the straight line method over the estimated useful lives.

g) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over expected useful life on a straight line basis from the date they are available for use.

h) Impairment of assets

I. FINANCIAL ASSETS

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets expected credit losses are measured at an amount equal to the 12 month ECL,unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

II. Non-Financial Assets

Intangible assets and property,plant and equipment

Intangible assets and property,plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing,the recoverable amount(i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases,the recoverable amount is determined for cash generating unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net off any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior year.

i) Foreign exchange transactions/translation

a. Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

c. Exchange Differences

Exchange differences arising on a monetary item that, in substance, form part of the company's net investment in a non-integral foreign operation is accumulated in a foreign currency translation reserve in the financial statements until the disposal of the net investment, at which time they are recognized as income or as an expense.

Exchange differences arising on the settlement of monetary items not covered above, or on reporting such monetary items of company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

d. Forward exchange contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

j) Employee benefits

i. Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of Profit and loss of the year in which the related service is rendered.

ii. Post Employee Benefits

A) Defined Contribution Plans

i. **Provident Fund & ESI**

The company makes contribution to Statutory Provident Fund and Employee State Insurance in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance Act, 1948 which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

B) Defined Benefit Plans

Gratuity

The company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees of the company. The gratuity plan provides a lump-sum payment to vested employees at retirement,death,incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the company.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

k) Taxes on income

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case, it is also recognized in equity or other comprehensive income respectively.

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognized in respect of temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes (including those arising from consolidation adjustments such as unrealized profit on inventory etc.). Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

l) Government grants and subsidies

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Company should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the balance sheet and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

m) Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

n) Provisions, contingent liabilities and contingent assets

A provision is recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. A contingent liability is recognized for:

i. a present obligation that arises from past events but is not recognized as a provision because either the possibility that an outflow of resources embodying economic benefits will be required to settle the obligation is remote or a reliable estimate of the amount of the obligation cannot be made; and

ii. a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. Contingent assets are neither accounted for nor disclosed in the financial statements.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

o) Earning per share

Basic earnings per share are calculated by dividing the net profit 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 for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Cash and cash equivalents

Cash and cash equivalents comprises cash at bank and in hand, including offsetting bank overdrafts, and short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in fair value and have a maturity of three months or less from the acquisition date.

q) Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. Chief Operating Decision Maker reviews the performance according to the nature of products manufactured with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the locations of customers.

Notes to the financial statements as at 31st March 2026

2 Property, Plant & Equipment

a) As at 31st march. 2026

(₹ in Lakh)

	Tangible assets									Intangible assets		Total assets
	Leasehold land *	Free hold land	Building	Plant & machinery	Other equipment	Furniture and fixtures	Vehicles	Computer	Total	Trade mark (bought out)	Total	
Cost												
As at 1st April 2025(Refer Note (a))	136.77	2,137.14	11,659.28	20,497.33	233.66	250.67	169.66	602.32	35,686.82	10.94	10.94	35,697.76
Additions	-	-	40.24	1,486.08	2.01	-	-	0.79	1,529.11	-	-	1,529.11
Relating to disposals	-	-	(1,129.62)	(5,729.21)	(40.67)	(67.53)	(2.65)	(3.87)	(6,973.54)	-	-	(6,973.54)
Transfer from	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to Stock in Trade***	-	(1,436.47)	-	-	-	-	-	-	(1,436.47)	-	-	(1,436.47)
Adjustment**				-2292.68								
As at 31st March. 2026	136.77	700.67	10,569.90	13,961.52	194.99	183.13	167.01	599.24	28,805.92	10.94	10.94	28,816.86
Depreciation												
As at 1st April 2025(Refer Note (a))	-	-	5,817.62	17,389.37	212.55	236.86	161.18	536.72	24,354.30	9.37	9.37	24,363.67
Charge for the year	-	-	137.33	523.76	4.18	0.94	-	4.39	670.59	0.73	0.73	671.32
Relating to disposals	-	-	(695.24)	(5,257.37)	(38.27)	(63.09)	(2.52)	(3.83)	(6,060.31)	-	-	(6,060.31)
Transfer from	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to**	-	-	-	-	-	-	-	-	-	-	-	-
Adjustment	-	-	-	(1,953.03)	-	-	-	-	(1,953.03)	-	-	(1,953.03)
As at 31st March. 2026	-	-	5,259.70	10,702.73	178.46	174.71	158.65	537.27	17,011.55	10.11	10.11	17,021.64
Net block												
As at 31st March. 2026	136.77	700.67	5,310.20	3,258.79	16.52	8.42	8.36	61.95	9,501.68	0.84	0.84	11,795.22

b) As at 31st March 2025

(₹ in Lakh)

	Tangible assets									Intangible assets		Total assets
	Leasehold land *	Free hold land	Building	Plant & machinery	Other equipment	Furniture and fixtures	Vehicles	Computer	Total	Trade mark (bought out)	Total	
Cost												
As at 1st April 2024 (Refer Note (a))	136.77	2,444.85	12,954.69	21,676.10	234.29	251.52	176.08	602.49	38,476.79	10.94	10.94	38,487.73
Additions	-	-	-	208.15	1.21	-	-	-	209.35	-	-	209.35
Relating to disposals	-	-	(1,295.41)	(1,386.91)	(1.83)	(0.85)	(6.42)	(0.17)	(2,691.60)	-	-	(2,691.60)
Transfer from	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to**	-	(307.71)	-	-	-	-	-	-	(307.71)	-	-	(307.71)
Adjustment												
As at 31st March 2025	136.77	2,137.14	11,659.28	20,497.33	233.66	250.67	169.66	602.32	35,686.83	10.94	10.94	35,697.77
Depreciation												
As at 1st April 2024 (Refer Note (a))	-	-	6,449.60	18,005.42	209.73	234.65	166.34	525.41	25,591.15	8.63	8.63	25,599.78
Charge for the year	-	-	337.69	539.68	4.56	2.44	0.94	11.47	896.77	0.73	0.73	897.50
Relating to disposals	-	-	(969.66)	(1,155.73)	(1.74)	(0.23)	(6.10)	(0.16)	(2,133.61)	-	-	(2,133.61)
Transfer from	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to**	-	-	-	-	-	-	-	-	-	-	-	-
Adjustment	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2025	-	-	5,817.62	17,389.37	212.55	236.86	161.18	536.72	24,354.32	9.37	9.37	24,363.67
Net Block												
As at 31st March 2025	136.77	2,137.14	5,841.66	3,107.96	21.10	13.81	8.48	65.59	11,332.51	1.58	1.58	11,334.10

a) *This amount has been completely provided for as the Company's right on leasehold land has been forfeited by MIDC due to non compliance of terms of allotment.
b) The company has not revalued its Property, Plant & Equipment (Right to use Assets) or intangible assets or both during the Year.
c) **The company has shut down the operations of Ludhiana Plant owing to board's decission to monetise the plant. The Company intends to dispose off all such plant & Machinery in next 12 months, no impairment loss was recognized on the reclassification of assets as held for sale, as the Company expects that the sale consideration less cost to sell is higher than the carrying amount.
d) ***As detailed in the March 10, 2025 stock exchange filing, the board plans to monetize the Ludhiana land by transforming it into saleable industrial, residential, and commercial areas, following GLADA's rules. We have filed for the necessary government approvals. In the meantime, the land has been moved on the balance sheet from a fixed asset to inventory and is now valued at its fair market rate, according to the industrial land collector rates in the Sahnewal tehsil..

2 (a) Investment Property (₹ in Lakh)

	Building	
	Amount	Amount
Cost		
As at 1st April 2025 & 2024	44.64	104.36
Additions	-	-
Relating to disposals	-	(59.72)
As at 31st March 2026 & March 2025	**44.64**	**44.64**
Depreciation		
As at 1st April 2025 & 2024	15.87	36.04
Charge for the year	0.67	0.84
Relating to disposals	-	(21.01)
Adjustment	-	-
As at 31st March 2026 & March 2025	**16.54**	**15.87**
Net block		
As at 31st March 2026 & March 2025	**28.10**	**28.77**

2 (b) Capital work-in-progress (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Capital Work in Progress	-	261.84
Total	-	261.84

2 (C) Capital-Work-in Progress (CWIP)

(a) For Capital-work-in progress, following ageing schedule shall be given:

CWIP aging schedule (Amount in Rs.)

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total*
Amount in CWIP for a period of					
CWIP					
Projects in progress	0	0	0	0	0
Projects temporarily suspended					

*Total shall tally with CWIP amount in the balance sheet.

3 Financial Assets:Non Current Investments (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
A. Unquoted Investments		
(Financial Assets carried at cost, except for permanent diminution in value)		
I. Equity Instruments in Others		
(a) Oswal Industrial Enterprise (P) Ltd		
1,000 (Previous Year-1,000) equity shares of Rs.10 each fully paid	0.09	0.09
(b) VKM Colour Spin Limited		
250 (Previous Year-250) equity shares of Rs. 10 each fully paid	0.03	0.03
(c) Deluxe Fabrics Limited		
5000 (Previous Year- 5000) equity shares of Rs. 10 each fully paid	0.50	0.50
	0.62	**0.62**
Total aggregate Investments	**0.62**	**0.62**
Total investment carrying value	0.62	0.62
Aggregate amount of unquoted investments	0.62	0.62

4 Financial Assets: Loans (Non Current) (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Carried at amortised cost		
(a) Loan to others	10.00	10.00
Less: Provision for doubtful loans	(10.00)	(10.00)
Total	-	-

5 Other financial assets measured at amortised cost (Non Current) (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
(a) Security		
Security Deposit With P&T	0.66	0.66
Security deposit with government authorities	185.99	367.60
Security Deposit-Others*	6.96	7.24
(b) Advance to Subsidiaries	-	-
Less: Provision for doubtful advances	-	-
	-	-
(c) Fixed deposits (With more than 12 months Maturity)**	10.00	10.00
Total	**203.61**	**385.49**

* This amount is net of provisions to the tune of Rs 60 Lakh(Previous year Rs 60 lakh).

** Fixed Deposit is plegded as Margin Money with State Bank of India

6 Financial assets: Trade receivables (Non Current) (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Receivable from Others		
- Unsecured, Considered Good :	513.67	533.02
- Doubtful	297.86	297.86
Less: Allowance for doubtful receivable	(297.86)	(297.86)
Total Long Term Debtors	**513.67**	**533.02**

(a) **Ageing as at 31.03.2026** (₹ in Lakh)

Particulars	Outstanding for following periods from due date date of payment					Total
	Less than 6 months	6 months -1 year	1 year - 2 year	2 year - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	-	-	0	4.84	471.48	476.32
Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables –credit impaired	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	79.28	79.28
Disputed Trade Receivables –credit impaired	-	-	-	27.91	228.02	255.93
	-	**-**	**0**	**32.75**	**778.78**	**811.53**
Less: Allowance for doubtful trade receivables - Billed						**297.86**
Add: Not due as at 31.03.2026						-
Net Trade Receivables						**513.67**

(b) Ageing as at 31.03.2025 (₹ in Lakh)

Particulars	Outstanding for following periods from due date date of payment					Total
	Less than 6 months	6 months -1 year	1 year - 2 year	2 year - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	-	-	6.38	62.72	424.78	493.88
Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables –credit impaired	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	81.07	81.07
Disputed Trade Receivables –credit impaired	-	-	-	27.91	228.02	255.93
	-	**-**	**6.38**	**90.63**	**733.87**	**830.88**
Less: Allowance for doubtful trade receivables - Billed						**297.86**
Add: Not due as at 31.03.2025						-
Net Trade Receivables						**533.02**

7 Deferred Tax (NET)

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Deferred tax liabilities		
Arising on account of timing difference :		
Opening	1,926.27	1,936.74
Accumulated depreciation	(21.01)	(10.47)
Total (A)	**1,905.26**	**1,926.27**
Deferred tax assets		
Arising on account of timing difference :		
Opening	(6,942.45)	(6,952.92)
Unabsorbed depreciation/Brought forward losses	21.01	10.47
Others	-	-
Total (B)	**(6,921.44)**	**(6,942.45)**
Net deferred tax liability/(Assets) (A) + (B)	**-5,016.18**	**-5,016.18**

The company has deferred tax liability till the end of the current year on account of differences arising between carrying cost of fixed assets as per books of accounts and that as per income tax. However, deferred tax assets are much higher than the deferred tax liability. In view of this, no further deferred tax assets are being recognised as at March 31, 2026. Based on the company's virtual certainty of the profit, the company is carrying a deferred tax asset of Rs. 5,016.18 lakh as on March 31, 2026. Further despite the net worth being eroded the mangement is taking all due steps to revive the company. Therefore the financial statements have been prepared on going concern basis.

8 Other non current assets

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Capital advances		
Unsecured - considered good*	(0.00)	718.66
Total	**-0.00**	**718.66**

***** This amount is net of provisions to the tune of Rs 51.20 Lakh (Previous year Rs 51.20 Lakh).

9 Inventories (valued at lower of cost or net realizable value) **(₹ in Lakh)**

Particulars	As at 31 March 2026	As at 31 March 2025
Raw materials	122.71	97.85
Work in progress*	7,514.30	4,059.07
Finished goods	90.74	87.41
Stores & spares parts	128.31	132.02
Total	**7,856.05**	**4,376.34**

* Work in progress includes Rs.3440.69 Lacs pertaining to Ludhiana land and Rs. 3789.69 Lacs pertaining to Bathinda Land converted from fixed assets to stock in trade.

10 Financial assets: Trade receivables (Current) **(₹ in Lakh)**

Particulars	As at 31 March 2026	As at 31 March 2025
Receivable from Others		
-Unsecured, Considered Good :	1,149.35	1,253.16
Less: Non Current Trade Receivable	811.53	830.88
	337.82	**422.27**
Less: Provision for doubtful debts	-	-
Total	**337.82**	**422.27**

(A) Ageing as at 31.03.2026 **(₹ in Lakh)**

Particulars	Outstanding for following periods from due date date of payment					Total
	Less than 6 months	6 months -1 year	1 year - 2 year	2 year - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	337.82	0.00	-	-	-	**337.82**
Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables –credit impaired	-	-	-	-	-	-
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables –credit impaired	-	-	-	-	-	-
	337.82	**0**	**-**	**-**	**-**	**337.82**
Less: Allowance for doubtful trade receivables - Billed						-
Add: Not due as at 31.03.2026						-
Net Trade Receivables						**337.82**

(B) Ageing as at 31.03.2025 (₹ in Lakh)

Particulars	Outstanding for following periods from due date date of payment					Total
	Less than 6 months	6 months -1 year	1 year - 2 year	2 year - 3 years	More than 3 years	
Undisputed Trade receivables – considered good	419.02	3.26	-	-	-	**422.28**
Undisputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	**-**
Undisputed Trade Receivables –credit impaired	-	-	-	-	-	**-**
Disputed Trade Receivables considered good	-	-	-	-	-	**-**
Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	**-**
Disputed Trade Receivables –credit impaired	-	-	-	-	-	**-**
	-	**3.26**	**-**	**-**	**-**	**422.28**
Less: Allowance for doubtful trade receivables - Billed						-
Add: Not due as at 31.03.2025						-
Net Trade Receivables						**422.28**

11 Financial assets: Cash and cash equivalents (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Cash and Cash Equivalents		
Cash on hand	26.40	24.41
Bank balances:		
in current accounts	1.30	13.74
Total	**27.71**	**38.15**

12 Financial assets: Bank balances other than above (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Bank balances:		
Fixed deposits (More than 3 months but less than 12 months maturity)*	0.50	5.50
Total	**0.50**	**5.50**

* Includes Fixed deposits held with bank(s) against margin money for bank guarantee.

13 Financial Assets: Loans (Current) (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Carried at amortised cost		
(a) Other loans		
Loans to employees		
Un Secured - considered good	6.89	11.14
Total	**6.89**	**11.14**

14 Other financial assets (Current) (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Interest receivable & Others	819.87	406.29
	-	-
Total	**819.87**	**406.29**

15 Current tax assets (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Direct Taxes Refundable	845.56	713.05
Total	**845.56**	**713.05**

Direct taxes refundable includes amounts recoverable from the Income Tax Department for various assessment years net of provision. In respect of disputed demands, company has filed appeals which are pending at various levels and the company is hopeful of getting the desired reliefs at various forums. Necessary value adjustments shall be made on final settlement by the department.

16 Other current assets (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Advance to employees	0.05	0.05
Balances with Government Authorities	2,810.33	3,008.67
Less: Provision against Govt receivable	(448.75)	(448.75)
Prepaid expenses	15.38	20.36
Others	408.11	412.93
Total	**2,785.12**	**2,993.27**

a) Balance with Government authorities includes Rs.34.80 lakh (Previous Year Rs. 63.24 Lakh) being amount of ESI, Excise Duty, Service Tax & Sales Tax, deposited under protest.

b) Balance with Government authorities includes, GST, VAT, Excise, Service Tax etc.

16A Assets Held for sale (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Plant & Machinery held for sale	368.93	332.60
Total	**368.93**	**332.60**

The company has shut down the operations of Ludhiana Plant owing to board's decission to monetise the plant. The Company intends to dispose off all such plant & Machinery in next 12 months, no impairment loss was recognized on the reclassification of assets as held for sale, as the Company expects that the sale consideration less cost to sell is higher than the carrying amount. This amount includes Rs. 29.28 Lacs pertaning to Bathinda plant which is yet to be sold.

17 Equity Share Capital

(₹ in Lakh)

Particulars	As at 31 March 2026		As at 31 March 2025	
	Number of shares	Amount ₹ in Lakh	Number of shares	Amount ₹ in Lakh
Authorised Share Capital				
70,00,00,000 equity shares of Rs. 1 each	70,00,00,000	7,000.00	70,00,00,000	7,000.00
Total	70,00,00,000	7,000.00	70,00,00,000	7,000.00
Issued & Subscribed Share Capital				
48,36,54,274 equity shares of Re. 1 each (Previous year 45,95,29,274 equity shares of Re. 1 each)	48,36,54,274	4,836.54	45,95,29,274	4,595.29
Paid up Share Capital				
48,30,19,004 equity shares of Rs. 1 each (Previous year 45,88,94,004 equity shares of Re. 1 each)	48,30,19,004	4,830.19	45,88,94,004	4,588.94
Forfeited shares in earlier year*				
Total	48,30,19,004	4,830.19	45,88,94,004	4,588.94

*63527 Equity Shares of Rs.10 each were forfeited during earlier years due to non payment of call money. As on date , those 63527 share of Rs.10 each are equivalent to 635270 equity shares of Rs.1 each.

17.1 Reconciliation of the Number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March 2026		As at 31 March 2025	
	No. of shares	₹ in Lakh	No. of shares	₹ in Lakh
Equity shares				
At the beginning of the year	45,88,94,004	4,588.94	2,72,90,957	2,729.10
Sub-Division of Shares*	-		27,29,09,570	
Add:				
Shares alloted during the year	2,41,25,000	241.25	18,59,84,434	1,859.84
Outstanding at the end of reporting period	**48,30,19,004**	**4,830.19**	**45,88,94,004**	**4,588.94**

* During the FY 2025, shares of the company were sub-divided from one share of Rs. 10 each to 10 shares of Re. 1 each

Note:

a) Out of total shares held by promoters and promoter group (i.e.18,11,47,910), 10,93,12,020 equity shares (face value of Re. 1 each) are pledged in favour of Banks / financial institution. The company has repaid the entire debt of Phoenix ARC Private Limited from the proceeds of Non Conventible Debentures (NCDs) as on 07/04/2026. Consequnt to this the number of pledged shares have increased to 13,40,46,520.

b) Out of 4,95,25,000 convertible warrants pending for conversion, during the last quarter of the FY 2026, 2,41,25,000 equity shares of Re. 1 each have been allotted on conversion of 2,41,25,000 warrants, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. As on date, 2,54,00,000 convertible warrants stand pending for conversion according to the terms.

c) During the FY 2025, 8,00,00,000 shares of Re.1 each have been alloted on conversion of 80,00,000 warrants alloted on preferential share basis to non promoters. Further 8,30,59,434 shares of Re.1 each have been alloted on rights basis. Furthermore, during the last quarter of the FY 2025, 7,24,50,000 convertible warrants were issued to an entity falling under Promoter Group as per Reg. 2(1)(pp) of SEBI (ICDR) Regulations, 2015. Out of this, 2,29,25,000 equity shares of Re. 1 each were allotted on conversion of 2,29,25,000 warrants, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations.

17.2Terms/rights attached to equity shares

The Company has only one class of equity shares having face value of Re. 1 per share. Each shareholder is entitled to one vote per share.In the event of liquidation of the Company, the equity shareholders will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts.The distribution will be in proportion to the number of equity shares held by the shareholders. During the year ended 31st March'2026, the amount of dividend recognized as distribution to equity shareholder was Rs. Nil (Previous year Rs. Nil)

17.3 Detail of Shareholders holding more than 5% shares in the company:

Name of equity shareholder	As at 31 March 2026		As at 31 March 2025	
	No. of Shares	%	No. of Shares	%
Panchsheel Textile Mfg And Trading Company Private Limited	4,42,69,170	9.17	4,42,69,170	9.65
Alma Assets Consultancy Private Limited	4,36,23,250	9.03	4,36,23,250	9.51
Altfort Merchants Private Limited	2,18,20,000	4.52	2,18,20,000	4.75
Anupama Kothari	5,00,00,000	10.35	5,00,00,000	10.90
Oswal Holding Private Limited	4,70,50,000	9.74	2,29,25,000	4.99
Pine Oak Global Fund	2,52,28,691	5.22		

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

17.4 Aggregate number of shares issued for consideration other than cash, bonus share issued and shares bought back during the period of five years immediately preceding the reporting date : Nil (Previous year Nil)

17.5 Disclosure of shareholding of promoters as at March 31, 2026 is as follows:

	Promoter Name*	As at 31 March 2026		As at 31 March 2025		
		No. of Shares**	% of total shares	No. of Shares	% of total shares	% Change
1	Late Ashok Kumar Oswal	12,77,480	0.26	12,77,480	0.28	0.00
2	Adish Oswal	42,05,110	0.87	42,05,110	0.92	0.00
3	Aketa Oswal	54,600	0.01	54,600	0.01	0.00
4	Rakhi Oswal	1,78,200	0.04	1,78,200	0.04	0.00
5	Abhinav Oswal	1,43,070	0.03	1,43,070	0.03	0.00
6	Ashok Kumar (Huf)	1,100	0.00	1,100	0.00	0.00
7	Manju Oswal	5,26,940	0.11	5,26,940	0.11	0.00
8	Kent Investments Private Limited	4,69,500	0.10	4,69,500	0.10	0.00
9	Enakshi Investments Pvt Ltd	37,02,500	0.77	37,02,500	0.81	0.00
10	Panchsheel Textile Mfg And Trading Company Private Limited	4,42,69,170	9.17	4,42,69,170	9.65	0.00
11	Ruby Mercantile Company Pvt Ltd	15,30,000	0.32	15,30,000	0.33	0.00
12	Calgary Investment And Trading Company Pvt Ltd	6,73,000	0.14	6,73,000	0.15	0.00
13	Nightnagle Dealcom Private Limited	66,00,000	1.37	66,00,000	1.44	0.00
14	Gagan Mercantile Company Private Limited	16,39,000	0.34	16,39,000	0.36	0.00
15	Pioneer Marcantile India Pvt Ltd	4,93,500	0.10	4,93,500	0.11	0.00
16	Altfort Merchants Private Limited	2,18,20,000	4.52	2,18,20,000	4.75	0.00
17	Liberty Mercantile Company Pvt Ltd	12,05,500	0.25	12,05,500	0.26	0.00
18	Boras Investment And Trading Company Private Limited	3,28,600	0.07	3,28,600	0.07	0.00
19	Allepy Investment And Trading Co. Pvt Ltd	9,55,000	0.20	9,55,000	0.21	0.00
20	Adesh Investment And Trading Company Private Limited	3,51,000	0.07	3,51,000	0.08	0.00
21	Alma Assets Consultancy Private Limited	4,36,23,250	9.03	4,36,23,250	9.51	0.00
22	Oswal Holding Private Limited (refer note 1)	4,70,50,000	9.74	2,29,25,000	4.996	4.75
23	Amrante Trust Through Rakhi Oswal, Trustee	51,390	0.01	51,390	0.01	0.00
	Total	**18,11,47,910.00**	**37.50**	**15,70,22,910.00**	**34.22**	**4.75**

* Promoter/Promoter Group here means promoters as defined as per the Companies Act, 2013 read with SEBI (ICDR) Regulations, 2015.

** Details shall be given separately for each class of shares.

*** Percentage change shall be computed with respect to the number at the beginning of the year and issued during the year.

Note:

1. During the last quarter of FY 2026, 2,41,25,000 shares of Re. 1 each have been allotted to Oswal Holding Private Limited upon conversion of 2,41,25,000 warrants issued on Preferential basis.

18. Other Equity

(₹ in lakh)

Particulars	Reserves and Surplus			Items of other comprehensive income	Money received against Share Warrants	Total
	General reserve*	Security premium**	Retained earnings***	Actuarial Gain / (Loss)		
Balance at April 1, 2024	9,865.25	9,256.06	(58,553.62)	(210.55)	810.00	(38,832.86)
Changes in Equity share capital due to prior period errors	-	-	-	-	-	-
Restated balance as at April 1, 2024	-	9,240.81	1,492.40	-	743.85	11,477.06
Additions for the year^	-	-	-	27.73	0	27.73
Other comprehensive income for the year, net of income tax	-	-	-	0.00	0	-
Changes in provision for tax written off						
Total comprehensive income for the year						
Balance at March 31, 2025	9,865.25	18,496.87	(57,061.22)	(182.83)	1,553.85	(27,328.08)
Balance at April 1, 2025	9,865.25	18,496.87	(57,061.22)	(182.83)	1,553.85	(27,328.08)
Changes in Equity share capital due to prior period errors	-	-	-	-	-756.93	(756.93)
Restated balance as at April 1, 2025	-	-	-	-	-	-
Additions for the year #	-	2,786.44	768.13	-	-	3,554.57
Other comprehensive income for the year, net of income tax	-	-	-	(17.85)	-	(17.85)
Changes in provision for tax written off	-	-	-	-	-	-
Total comprehensive income for the year	-	2,786.44	768.13	(17.85)	(756.93)	2,779.79
Balance at March 31, 2026	9,865.25	21,283.31	(56,293.11)	(200.68)	796.92	(24,548.29)

 # Out of 4,95,25,000 convertible warrants pending for conversion, during the last quarter of the FY 2026, 2,41,25,000 equity shares of Re. 1 each have been allotted on conversion of 2,41,25,000 warrants, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. As on date, 2,54,00,000 convertible warrants stand pending for conversion according to the terms. Additions to security premium pertain to issue of the said 2,41,25,000 Shares of Re.1 each.

^ During the FY 2025, 8,00,00,000 shares of Re.1 each have been alloted on conversion of 80,00,000 warrants alloted on preferential share basis to non promoters. Further 8,30,59,434 shares of Re.1 each have been alloted on rights basis. Furthermore, during the last quarter of the FY 2025, 7,24,50,000 convertible warrants were issued to an entity falling under Promoter Group as per Reg. 2(1)(pp) of SEBI (ICDR) Regulations, 2015. Out of this, 2,29,25,000 equity shares of Re. 1 each were allotted on conversion of 2,29,25,000 warrants, after receipt of complete amount equivalent to Warrant Issue Price as required under SEBI (ICDR) Regulations. Additions to security premium pertain to issue of the said 18,59,84,434 Shares of Re.1 each.

*** The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another.**

**** Security Premium reserve represents amount of premium recognised on issue of shares to shareholders at a price more than its face value.**

***** Retained earnings refer to net earnings not paid out as dividends, but retained by the Company to be reinvested in its core business. This amount is available for distribution of dividends to its equity shareholders.**

19 Long term borrowings

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Secured loans		
Term loans		
Rupee loan from Phoenix ARC (Refer note a to d below)	5,489.09	4,950.23
Rupee loan from Financial Institution	-	-
Total	**5,489.09**	**4,950.23**
Less : Amount disclosed under other current liability (refer note no. 22)	**(5,489.09)**	**(3,329.82)**
Grand total	**-**	**1,620.41**

Terms & Conditions of Secured Loan Taken from bank and status of default at the year end as on 31.03.2026

Types of Loan	Loan from Phoenix
Balance As on 31.03.2026	Rs. 5489.09
Rate of Interest	21.75% & 10.00%
Repayment Type	Monthly
Repayment Schedule	
31.03.2026	5489.09

*Consequent to 31/03/2026, the company has alloted Non Convertible Debentures (NCDs) worth Rs.7500/- Lacs and Optionally Convertible Debentures (OCDs) worth Rs.1500/- Lacs to Special Situation India Fund(SSIF) against a total Sanction of Rs. 12000/- Lacs. The entire debt of Phoenix ARC Private Limited has been repaid as on 07/04/2026 from the proceeds of the above mentioned instruments. Given the fact that the payment was made in April 2026 the difference between the assigned debt and final payable amount as settled in the LOA with Phoenix ARC Private Limited has not been written off as on 31/03/2026. Due treatment of the same will be considered in the subsequent quarter.

Details of security :-

a) The lender banks have assigned their respective shares to Phoenix ARC (Sole lender now) through Assignment Agreements. The Company has accepted/ signed the letter of acceptance (LOA) of Phoenix ARC and the debt is repayable in monthly installments upto Sep., 2026 as per repayment schedule of LOA. As per the LOA, the liability will recast to the original amount in case of default. Taking a conservative view, we have not written back the entire difference between the assigned debt and final payable amount as settled in the LOA.

b) Borrowings as stated as above are secured by way of equitable mortgage of all the immovable properties (present and future) of the Company and hypothecation of all movable assets of the company (except book debts).

c) All the borrowings are guaranteed by promoter directors.

d) Further, Borrowings are also secured by hypothecation of all stocks (except the stock of raw material already pledge with third party), present and future of stores, spare parts, packing materials, raw materials, finished goods, goods in transit/ process, book debts, outstanding money receivable, claims, bills etc. and second charge by way of equitable mortgage of immovable properties of Company.

20 Provisions (Non Current) **(₹ in Lakh)**

Particulars	As at 31 March 2026	As at 31 March 2025
Employee related-Leave encashment	24.43	16.78
Employee related-Gratuity	127.21	132.92
Total	**151.64**	**149.70**

21 Other Non-Current Liabilities **(₹ in Lakh)**

Particulars	As at 31 March 2026	As at 31 March 2025
Security deposit received	0.53	0.53
Others*	31,509.32	32,429.08
Total	**31,509.85**	**32,429.61**

* This amount includes Rs. 31509.32 Lakhs pertaining to financial liabilities owed to banks / financial institutions over and above the settled amount with Phoenix ARC. This amount will be eventually written off when total liability owed to Phoenix ARC as per LOA will be completely paid.Consequent to 31/03/2026, the company has alloted Non Convertible Debentures (NCDs) worth Rs.7500/- Lacs and Optionally Convertible Debentures (OCDs) worth Rs.1500/- Lacs to Special Situation India fund(SSIF) against a total Sanction of Rs. 12000/- Lacs. The entire debt of Phoenix ARC Private Limited has been repaid as on 07/04/2026 from the proceeds of the above mentioned instruments. Given the fact that the payment was made in April 2026 the difference between the assigned debt and final payable amount as settled in the LOA with Phoenix ARC Private Limited has not been written off as on 31/03/2026. Due treatment of the same will be considered in the subsequent quarter.

22 Short term borrowings

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Secured Borrowings		
Loans repayable on demand*	8.18	-
Current maturities of long-term borrowings (Refer Note No.19)	5,489.09	3,329.82
Unsecured Borrowings		
from related party & others	15.00	15.00
Foreign Currency Convertible Bonds	-	-
Total	**5,512.27**	**3,344.83**

23 Trade payables

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Total Outstanding dues of Micro enterprises and Small enterprises	-	-
Total Outstanding dues of Creditors other than Micro enterprises and Small enterprises	7,509.02	9,731.24
Total	**7,509.02**	**9,731.24**

The information as required to be disclosed under The Micro, Small and Medium Enterprises (Development) Act, 2006 ("the Act") has been received from some vendors but there is no outstanding towards them as on 31.03.2026. As such, the disclosure requirement for balance outstanding, interest paid/payable as at the year end as required by the Act has not been made.

(a) Trade payables ageing as at 31.03.2026

Particulars	Oustanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 year	2-3 year	More Than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	1727.18	2849.68	1819.84	1105.93	7,502.63
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
	1,727.18	**2,849.68**	**1,819.84**	**1,105.93**	**7,502.63**
Not due balance as at 31.03.2026					**6.39**
Total Trade payables					**7,509.02**

(b) Trade payables ageing as at 31.03.2025

Particulars	Oustanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 year	2-3 year	More Than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	2933.25	2735.79	2394.12	1626.89	9,690.05
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues-Others	-	-	-	-	-
	2,933.25	**2,735.79**	**2,394.12**	**1,626.89**	**9,690.05**
Not due balance as at 31.03.2025					**41.19**
Total Trade payables					**9,731.24**

24 Other Financial liabilities-Current (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Interest Payable	770.49	-
Trade deposits & advances	42.47	42.17
Other payables		
Employees related	278.55	285.46
Trade expenses payable	433.47	419.77
Enhanced Land Compensation (VTM Land)	348.24	348.24
Others	191.37	199.05
Total	**2,064.59**	**1,294.67**

25 Other current liabilities (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Advances/deposits from customers	299.89	1,325.24
Statutory dues*	160.65	108.61
Security deposit received	522.45	23.28
Total	**982.98**	**1,457.12**

*It includes contribution to ESIC, EPF, TDS, TCS

26 Provision (Current) (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Employees Benefit-Leave Encashment	21.34	13.67
Provision Against forfeiture of MIDC Land	136.00	136.00
Employees Benefit-Gratuity	110.23	109.38
Others	33.36	29.82
Total	**300.92**	**288.87**

27 Revenue from operations (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
i) Sale of products		
-Grey yarn	15,613.01	20,994.62
-Dyed yarn	0.01	-
-Garments	5,538.72	4,517.81
-Waste sale	2,382.90	2,939.81
-Trading goods (textile)	71.13	45.50
ii) Job charges income	-	0.50
Total	**23,605.77**	**28,498.23**
Rebate & Discount	-	-
Net sales	**23,605.77**	**28,498.22**
Other Operating Income	-	-
i) Export Incentive/Benefits	64.62	-
ii) Gain on foreign currency transaction and translation (net)	-	-
TOTAL	**23,670.39**	**28,498.22**

Note: The company has entered into arrangement with few vendors, from whom company is purchasing raw materials and in turn,processing the same and selling the finished output back to them.

28 Other income

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest income on Bank deposits & others	12.04	470.98
Profit on sale of fixed assets	622.66	1,484.72
Rent received	117.24	64.45
Miscellaneous Income	166.31	589.21
Total	**918.24**	**2,609.37**
Less: Interest on Margin Money reduced from finance cost (Refer Note no.33)	**1.04**	**0.86**
Total	**917.20**	**2,608.50**

29 Cost of material consumed

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Raw material consumption		
Cotton	14,171.07	18,493.34
Cotton yarn	59.54	98.28
Synthetic fibre	3.23	1,371.94
Dyes & chemicals	1.56	0.31
Real estate project development cost*	1,820.81	53.56
Total	**16,056.21**	**20,017.43**

* This includes Rs. 1436.47 Lacs pertaining to Ludhiana Plant Land transferred from Fixed Asstes to Stock-in-Trade. -

The above consumption figures are disclosed on the basis of derived figures and are after adjusting excess and shortages ascertained on physical count, unserviceable items, etc.

Value of indigenous & imported raw material consumption

Particulars	For the year ended 31 March 2026		For the year ended 31 March 2025	
	₹ in Lakh	%	₹ in. Lakh	%
Indigenous	16,056.21	100.00	20,017.43	100.00
Imported	-	-	-	-
Total	**16,056.21**	**100.00**	**20,017.43**	**100.00**

30 Purchase of Stock In Trade

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Fabrics	5,027.29	3,896.20
Total	**5,027.29**	**3,896.20**

31 Changes in inventories of finished goods, work in progress and stock in trade (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Closing inventories		
Finished goods (Including waste)	90.74	87.41
Work in progress*	7,514.30	4,059.07
	7,605.04	**4,146.48**
Opening inventories		
Finished goods (Including waste)	87.41	272.03
Work in progress	4,059.07	470.19
	4,146.48	**742.22**
(Increase) / Decrease	**(3,458.56)**	**(3,404.27)**
Less: Transfer of Land to Stock in Trade	**-**	**307.71**
Net (Increase) / Decrease	**-3,458.56**	**-3,096.56**

* Work in progress includes Rs.3440.69 Lacs pertaining to Ludihana land and Rs. 3789.69 Lacs pertaining to Bathinda Land converted from fixed assets to stock in trade.

32 Employee benefit expenses (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries, Wages & Other Benefits	1,392.89	2,225.17
Contribution to Provident & Other Funds	185.18	234.28
Staff Welfare Expenses	46.96	72.52
Total	**1,625.02**	**2,531.97**

33 Finance costs (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest expense		
- Borrowings	-	50.42
- Other	899.54	1,358.23
Other borrowing costs	-	-
	899.53	**1,408.64**
Less: Interest on Margin Money(Refer Note no. 28)	1.04	0.86
Total	**898.50**	**1,407.78**

34 Other expenses

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Packing Material Consumed	195.51	320.51
Power & Fuel including Oil & Lubricants	1,854.15	2,425.68
Processing Charges	14.89	29.91
Repairs and maintenance :		
Plant & machinery	202.66	262.91
Building	4.76	3.97
General	22.38	39.57
Electric	0.69	1.38
Rent	56.33	40.27
Rates and taxes	48.24	44.82
Insurance	34.81	45.98
Travelling & Boarding Expenses	69.84	85.75
Legal & professional	232.90	213.63
Exchange rate fluctuation (net)	(0.10)	3.20
Delivery Expenses (Including Freight,Octroi & Others)	105.47	110.19
Rebate & discounts	7.53	38.14
Bank charges	0.77	1.85
Loss on Sale of Fixed Assets	-	-
Miscellaneous expenses	148.16	291.41
Total	**2,999.02**	**3,959.19**

Note:(i) Miscellaneous expenses Include payment to statutory auditor the details of which are as follows:

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
As auditor:		
- Statutory audit	8.50	10.50
- Tax audit	1.00	1.50
Reimbursement of expenses	0.14	0.18
Total	**9.64**	**12.18**

(ii) Value of Indigenous & Imported Stores & Spares Consumption*

Particulars	For the year ended 31 March 2026		For the year ended 31 March 2025	
	₹ in Lakh	%	₹ in. Lakh	%
Indigenous	225.73	100.00	303.86	100.00
Imported	-	0.00	0.00	0.00
Total	**225.73**	**100.00**	**303.86**	**100.00**

* The break up of stores & spares have been disclosed in note 34 of the financial statements as per details given below:

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Repairs and maintenance :- General	22.38	39.57
Repairs and maintenance : Plant & Machinery	202.66	262.91
Repairs and maintenance : Electrical	0.69	1.38
Total	**225.73**	**303.86**

35. Financial Instrument by category

(a) The carrying value and fair value of the financial instruments at the end of each reporting period is as follows:

As at March 31,2026 (₹ in Lakh)

Particulars	Notes No.	As at March 31, 2026	At cost	At Amortised Cost	At fair value through P&L: Designation upon initial recognition	At fair value through P&L: Mandatory	At fair value through OCI: Designation upon initial recognition	At fair value through OCI: Mandatory	Total Carrying value	Total Fair Value
Assets:										
i) Investments (Non Current)	3	0.62			0.62				0.62	0.62
ii) Trade receivable (Non Current)	6	513.67		513.67					513.67	513.67
iii) Trade and other receivables (Current)	10	337.82		337.82					337.82	337.82
iv) Cash and cash equivalents	11	27.71		27.71					27.71	27.71
v) Bank balances other than above	12	0.50		0.50					0.50	0.50
vi) Loans (Current)	13	6.89		6.89					6.89	6.89
vii) Other financial assets (Current)	14	819.87		819.87					819.87	819.87
Total		**1,707.08**	**-**	**1,706.46**	**0.62**	**-**	**-**	**-**	**1,707.08**	**1,707.08**
Liabilities:										
i) Borrowings (Non Current)	19	-		-					-	-
ii) Borrowings (Current)	22	5,512.27		5,512.27					5,512.27	5,512.27
iii) Trade payables (Current)	23	7,509.02		7,509.02					7,509.02	7,509.02
iv) Other financial liabilities (Current)	24	2,064.59		2,064.59					2,064.59	2,064.59
Total		**15,085.89**	**-**	**15,085.89**	**-**	**-**	**-**	**-**	**15,085.89**	**15,085.89**

As at March 31, 2025 (₹ in Lakh)

Particulars	Notes No.	As at March 31, 2025	At cost	At Amortised Cost	At fair value through P&L: Designation upon initial recognition	At fair value through P&L: Mandatory	At fair value through OCI: Designation upon initial recognition	At fair value through OCI: Mandatory	Total Carrying value	Total Fair Value
Assets:										
i) Investments (Non Current)	3	0.62			0.62				0.62	0.62
ii) Trade receivable (Non Current)	6	533.02		533.02					533.02	533.02
iii) Trade and other receivables (Current)	10	422.27		422.27					422.27	422.27
iv) Cash and cash equivalents	11	38.15		38.15					38.15	38.15
v) Bank balances other than above	12	5.50		5.50					5.50	5.50
vi) Loans (Current)	13	11.14		11.14					11.14	11.14
vii) Other financial assets (Current)	14	406.29		406.29					406.29	406.29
Total		**1,416.99**	**-**	**1,416.37**	**0.62**	**-**	**-**	**-**	**1,416.99**	**1,416.99**
Liabilities:										
i) Borrowings (Non current)	19	1,620.41		1,620.41					1,620.41	1,620.41
ii) Borrowings (Current)	22	3,344.83		3,344.83					3,344.83	3,344.83
iii) Trade payables ((Current)	23	9,731.24		9,731.24					9,731.24	9,731.24
iv) Other financial liabilities (Current)	24	1,294.67		1,294.67					1,294.67	1,294.67
Total		**15,991.16**	**-**	**15,991.16**	**-**	**-**	**-**	**-**	**15,991.16**	**15,991.16**

35 (b) Fair Value Measurement

(i) Fair Value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

(ii) The following table presents fair value hierarchy of assets and liabilities measured at fair value: As at 31st March 2026

Particulars	Fair Value measurement using			
	Fair Value	Level 1	Level 2	Level 3
Long Term Investments				
Fair Value through Profit and Loss (designated upon initial recognition)				0.62
Current Investments				
Fair Value through Profit and Loss				-

(ii) The following table presents fair value hierarchy of assets and liabilities measured at fair value: As at 31st March 2025

Particulars	Fair Value measurement using			
	Fair Value	Level 1	Level 2	Level 3
Long Term Investments				
Fair Value through Profit and Loss (designated upon initial recognition)				0.62
Current Investments				
Fair Value through Profit and Loss				-

36 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
(i) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year;		
(a) Principal amount due to micro and small enterprise		
(b) Interest due on above	-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(iii) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

37 Earnings per share

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
The basic and diluted earning per share is as under:		
Net Profit/(loss) after tax (Rs. lakh)	768.13	1,492.39
Net Profit/(loss) after tax but before Exceptional Items (Rs. lakh)**	768.13	1,492.39
Weighted average no. of Basic equity shares outstanding	45,94,02,908	33,39,49,477
Weighted average no. of Diluted equity shares outstanding	45,94,02,908	33,39,49,477
Nominal value of per equity shares (in Rs.)	1.00	10.00
Earnings per share (of Rs.10 each) After Exceptional Items		
Basic earnings per share (Rs)	0.17	0.45
Diluted earnings per share (Rs)	0.17	0.45
Earnings per share (of Rs.10 each) before Exceptional Items		
Basic earnings per share (Rs)	0.17	0.45
Diluted earnings per share (Rs)	0.17	0.45

38 Contingent liabilities not provided for in respect of: **(₹ in Lakh)**

Particulars	As at 31 March 2026	As at 31 March 2025
a) Claims against the Company not acknowledged as debts (net of amount deposited Rs. 22.67 lakh Previous year-Rs. 59.63 lakh)	765.46	695.30
b) Letter of credit & bank guarantee issued	0.50	5.50
c) Income Tax demands under appeal (net of amount deposited Rs. 745.80 lakh, Previous year-Rs. 646.67 lakh)	5310.69	14,533.03
d) Service Tax demands under appeal (net of amount deposited Rs. 1.41 lakh, Previous year-Rs. 1.41 lakh)	12.70	12.70

39 Litigation status of the company as on 31st March 2026 are as follows:

a) The following is a summarized status of pending litigation involving Vardhman Polytex Limited against the Company:

(₹ in Lakh)

Nature of Dispute	Name of Statute	Amount Involved	Provision Made	Disclosed as Contingent Liability	Amount Deposited Under Protest
i) Indirect Taxation	Central Excise Act 2002	441.79	241.60	200.19	12.76
		(484.13)	(241.60)	(242.53)	(46.58)
	Service Tax Act	15.38	1.27	14.11	1.41
		(15.38)	(1.27)	(14.11)	(1.41)
	Punjab Vat Act	326.55	174.21	152.33	18.43
		(219.04)	(174.21)	(44.83)	(13.05)
ii) Direct Taxation	Income Tax Act	6,054.02	-	6,054.02	745.80
		(15,197.23)	-	(15,197.23)	(646.67)
	Wealth Tax Act	2.47	-	2.47	-
		(2.47)	-	(2.47)	-
iii) Labour laws	ESI Act	2.20	-	-	2.20
		(2.20)	-	-	(2.20)
	Industrial Dispute Act 1947	14.59	-	14.59	-
	& Gratuity Act 1972	(14.59)	-	(14.59)	-
iv) Commercial matters	Code of Civil Procedure Act 1908	429.54	-	429.54	-
		(424.99)	-	(424.99)	-
Total		7,286.54	417.08	6,867.25	780.60
		(16,360.03)	(417.08)	(15,940.74)	(709.91)

Figures in brackets in aforesaid note represent previous year figures

b) The following is a summarized status of pending litigation involving Vardhman Polytex Limited by the Company:

(₹ in Lakh)

Nature of Dispute	Amount Involved	Provision Made	Amount Decreed in favour of the Company (under execution)	Balance Amount Still contested by the Company
Commercial matters - Legal cases customers	255.93	228.02	-	27.91
	(255.93)	(228.02)	-	(27.91)

Figures in brackets in aforesaid note represent previous year figures

40 Obligations and commitments outstanding: (₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
a) Estimated value of contracts remaining to be executed on capital account and not provided for (net of advances)	-	-
b) Estimated value of contracts remaining to be executed on other than capital account and not provided for (net of advances)-Pending cotton purchase commitment	1,963.44	3,099.72
c) Estimated value of contracts remaining to be executed on other than capital account and not provided for (net of advances)-Pending Service commitment	-	-

41 Derivative hedged instruments and un-hedged foreign currency exposure

a) Particulars of foreign currency exposure un-hedged at the balance sheet date

	Currency	As at 31 March 2026		As at 31 March 2025	
		In million	₹ in Lakh	In million	₹ in Lakh
Trade Payables*	INR	-	-	-	-
Loan (including interest)**	USD	-	-	-	-
Total		-	**-**	**-**	**-**

* Trade Payables contains multiple outstanding balances in different foreign currency,So we have reported the Indian Currency(INR) amount.

** This is Actual loan amount and does not include reinstatement effect.The Foreign currency fluctuations impact on this amount has been considered separately and duly account for in the books of accounts.

42 Inventories, loans & advances, trade receivables and other current / non-current assets are reviewed annually and in the opinion of the Management do not have a value on realization in the ordinary course of business, less than the amount at which they are stated in the Balance Sheet.

43 Employee benefit obligation

Defined Contribution Plan

Contribution to Defined Contribution Plan recognized as expenses for the year are as under:- (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
i) Employer's contribution to Provident Fund	124.96	131.80
ii) Employer's contribution to Superannuation Fund	-	2.10
ii) Employer's contribution to Pension Scheme	41.02	64.93

Defined Benefit Plan

The Employees' Gratuity Fund scheme managed by a trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligations.

Reconciliation of opening and closing balances of Defined Benefit Obligation (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Defined benefit obligation at the beginning of the year	242.30	309.95
Current service cost	21.61	21.65
Interest cost	16.35	22.47
Actuarial gain / (loss)	0.64	(26.72)
Benefit paid*	(43.46)	(85.05)
Past Service Cost	-	-
Defined obligation at year end	**237.44**	**242.30**

Reconciliation of opening and closing balances of fair value of plan assets (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Fair value of plan assets at the beginning of the Year	412.93	448.88
Expected return on plan assets	28.90	30.30
Actuarial gain / (loss)	(4.55)	(5.66)
Adjustment of earlier years	-	-
Benefit paid	(29.17)	(60.59)
Fair value of plan assets at year end	**408.11**	**412.93**

Reconciliation of fair value of assets & obligation (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Fair value of plan assets at the end	408.11	412.93
Present value of obligation	237.44	242.30
Net asset/(liability) recognized in the balance sheet	170.67	170.63

(a) Amount recognized in the statement of profit & loss (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current service cost	21.61	21.65
Interest cost	16.35	22.47
Expected return on plan assets	(28.90)	(30.30)
Amount recognized in the statement of profit & loss	-	-
	9.06	**13.82**

(b) Other comprehensive(income)/expense(Remeasurement) (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Actuarial (gain)/loss -obligation	0.64	(26.72)
Actuarial (gain)/loss -plan assets	4.55	5.66
Amount recognized in the statement of profit & loss	**5.19**	**(21.06)**

The principal assumptions used in determining gratuity for the Company's plans are shown below : (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Discount rate	7.00%	7.25%
Attrition rate	45.00%	45.00%
Expected rate of return on assets	7.00%	7.00%
Mortality rate	IALM 2012-14	IALM 2012-14
Salary rise	10.00%	10.00%

Amount for the current year and previous year in respect of gratuity are as follows:- (₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Defined benefit obligation	237.44	309.95
Plan assets	408.11	448.89
Surplus/(deficit)	170.67	138.94
Experience adjustment on plan assets	(4.55)	(8.13)
Experience adjustment on plan liabilities	(42.82)	(135.92)

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results ofsensitivity analysis are given below:

Period	As on: 28-02-2026
Defined Benefit Obligation (Base)	2,37,43,807@ Salary Increase Rate : 10%, and discount rate :7%
Liability with x% increase in Discount Rate	2,33,91,078; x=1.00% [Change (2)%]
Liability with x% decrease in Discount Rate	2,41,10,477; x=1.00% [Change 2%]
Liability with x% increase in Salary Growth Rate	2,40,97,106; x=1.00% [Change 2%]
Liability with x% decrease in Salary Growth Rate	2,33,97,535; x=1.00% [Change (2)%]
Liability with x% increase in Withdrawal Rate	2,36,88,877; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	2,38,00,591; x=1.00% [Change 0%]

Leave Encashment(unfunded)

Reconciliation of opening and closing balances of defined benefit obligation **(₹ in Lakh)**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Defined benefit obligation at the beginning of the year	30.46	48.47
Current service cost	8.67	7.59
Interest cost	2.06	3.51
Actuarial (gain) /loss	12.65	(6.67)
Benefit paid	(8.07)	(22.44)
Defined obligation at year end	**45.77**	**30.46**

Reconciliation of fair value of assets & obligations **(₹ in Lakh)**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Fair value of plan assets at the end	-	-
Present value of obligation	45.77	30.46
Amount recognized in balance sheet	45.77	30.46

(a) Amount recognized in the statement of profit & loss **(₹ in Lakh)**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current service cost	8.67	7.59
Interest cost	2.06	3.51
Expected return on plan assets	-	-
Amount recognized in the statement of profit & loss	**10.73**	**11.10**

(b) Other comprehensive (income)/expense (Remeasurement) **(₹ in Lakh)**

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Actuarial (gain)/loss -obligation	12.65	(6.67)
Actuarial (gain)/loss -plan assets	-	-
Amount recognized in the statement of profit & loss	12.65	(6.67)

The principal assumptions used in determining leave encashment for the Company's plans are shown below :

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Discount rate	7.00%	6.75%
Attrition rate	45.00%	45.00%
Expected rate of return on assets	NA	NA
Mortality rate	IALM 2012-14	IALM 2012-14
Salary rise	10.00%	10.00%

Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

Period	As on: 28-02-2026
Defined Benefit Obligation (Base)	45,76,597
Liability with x% increase in Discount Rate	44,88,639; x=1.00% [Change (2)%]
Liability with x% decrease in Discount Rate	46,68,030; x=1.00% [Change 2%]
Liability with x% increase in Salary Growth Rate	46,64,738; x=1.00% [Change 2%]
Liability with x% decrease in Salary Growth Rate	44,90,231; x=1.00% [Change (2)%]
Liability with x% increase in Withdrawal Rate	45,71,203; x=1.00% [Change 0%]
Liability with x% decrease in Withdrawal Rate	45,82,197;; x=1.00% [Change 0%]

44 Related party disclosures:-

i) List of related parties and relationships

		2025-26	2024-25
a)	Subsidiary Company	Nil	Nil
b)	Key management personnel	Mr. Adish Oswal, Chairman and Managing Director	Mr. Adish Oswal, Chairman and Managing Director
		Mr R.M.Soni , Chief Financial Officer	Mr R.M.Soni , Chief Financial Officer
		Mr. Ajay Ratra , Company Secretary	Mr. Ajay Ratra , Company Secretary
c)	Directors / Independent Directors	Mrs. Manju Oswal, Non Executive Director	Mrs. Manju Oswal, Non Executive Director
		Mr. Suresh Kumar Banka, Non Executive Director	Mr. Suresh Kumar Banka, Non Executive Director
		Mrs. Sanchi Taneja, Independent Director	Mr. Sandeep Mehta, Independent Director (upto 02.04.2024)
		Mr. Rohit Jain, Independent Director	Mr. Sagar Bhatia, Independent Director
		Mr. Shubham Jain, Independent Director (effective from 03.12.2025)	Mrs. Sanchi Taneja, Independent Director
			Mr. Rohit Jain, Independent Director
		Mr. Sagar Bhatia, Independent Director (upto 03.12.2025)	
d)	Relative of KMP	Mr. Abhinav Oswal	Mr. Abhinav Oswal
		Ms. Aketa Oswal	Ms. Aketa Oswal
		Mrs. Rakhi Oswal	Mrs. Rakhi Oswal
		Mrs. Priya Oswal	Mrs. Priya Oswal

		2025-26	2024-25
e)	Enterprise over which KMP is able to exercise significant influence	Oswal Industrial Enterprise Private Limited Panchsheel Textile Mfg And Trading Company Private Limited Enakshi Investments Pvt. Ltd Liberty Mercantile Company Pvt. Ltd. Allepy Investment And Trading Co. Pvt. Ltd. Kent Investments Private Limited Ruby Mercantile Company Pvt. Ltd. Boras Investment And Trading Company Private Limited Gagan Mercantile Company Private Limited Pioneer Marcantile India Pvt. Ltd. Adesh Investment And Trading Company Private Limited Calgary Investment And Trading Company Pvt. Ltd. Oswal Infratech Private Limited Oswal Tradecom Private Limited Oswal Holding Private Limited Nightangle Dealcom Private Limited Alma Assets Consultancy Private Limited Altfort Merchants Private Limited Vardhman Amrante Private Limited Wesafe India Lifestyle Private Limited Oswal Technical Textile Private Limited Super Lakshmi Enterprises LLP Amrante LLP	Oswal Industrial Enterprise Private Limited Panchsheel Textile Mfg And Trading Company Private Limited Enakshi Investments Pvt. Ltd Liberty Mercantile Company Pvt. Ltd. Allepy Investment And Trading Co. Pvt. Ltd. Kent Investments Private Limited Ruby Mercantile Company Pvt. Ltd. Boras Investment And Trading Company Private Limited Gagan Mercantile Company Private Limited Pioneer Marcantile India Pvt. Ltd. Adesh Investment And Trading Company Private Limited Calgary Investment And Trading Company Pvt. Ltd. Oswal Infratech Private Limited Oswal Tradecom Private Limited Oswal Holding Private Limited Nightangle Dealcom Private Limited Alma Assets Consultancy Private Limited Altfort Merchants Private Limited Vardhman Amrante Private Limited Wesafe India Lifestyle Private Limited Oswal Technical Textile Private Limited Super Lakshmi Enterprises LLP Amrante LLP

ii) Transaction with related parties during the year:- **(₹ in Lakh)**

	Subsidiaries		KMP		Relatives of KMP		Enterprise over which KMP is able to exercise Significant Influence		Total	
	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25	2025-26	2024-25
Loan received	-	-	-	-	-	-	-	-	-	-
Loan repaid	-	-	-	-	-	-	-	30.62	-	30.62
Sale of goods	-	-	-	-	-	-	1.25	33.72	1.25	33.72
Purchases	-	-	-	-	-	-	-	-	-	-
Net Advance(Received)/Paid	-	-	-	-	-	-	-	-	-	-
Rent paid	-	-	-	-	8.00	8.86	-	-	8.00	8.86
Director Sitting Fee	-	-	3.98	5.67	-	-	-	-	3.98	5.67
Job charges Paid	-	-	-	-	-	-	2.47	0.70	2.47	0.70
Rent received	-	-	-	-	-	-	8.52	7.76	8.52	7.76
Interest paid	-	-	-	-	-	-	-	-	-	-
Remuneration	-	-	233.01	273.75	-	-	-	-	233.01	273.75
Managerial remuneration	-	-	-	-	-	-	-	-	-	-
OUTSTANDING BALANCES AT YEAR END										
Investment in equity shares	-	-	-	-	-	-	0.09	0.09	0.09	0.09
Unsecured loan	-	-	-	-	-	-	-	-	-	-
Amount payable/(recoverable)	-	-	-	-	-	-	-	-	-	-

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

45. Financial Risk Management

The principal financial assets of the Company include loans, trade and other receivables, and cash and bank balances that derive directly from its operations. The principal financial liabilities of the company, include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company.

This note explains the risks which the company is exposed to and policies and framework adopted by the company to manage these risks:

Market Risk

Market risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, currency risk and other price risk, such as equity risk. Financial instruments affected by market risk include loans & borrowings and deposits. The sensitivity analyses in the following sections relate to the position as at 31 March 2026 and 31 March 2025.

(i) Foreign Currency risk management

The company undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

As the Company has no significant interest-bearing assets, the income and operating cash flows are substantially independent of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates, which are included in interest bearing loans and borrowings in these financial statements. The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

At the reporting date the interest rate profile of the Company's interest bearing financial instrument is at its fair value:

Particulars	As at 31 March 2026	As at 31 March 2025
Variable rate instruments		
Long term borrowings	-	1,620.41
Current maturities of long term debt	5,489.09	3,329.82
Short term borrowings	15.00	15.00

Cash flow sensitivity analysis for variable rate instruments

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. A change of 100 basis points in interest rates for variable rate instruments at the reporting date would have increased/(decreased) profit or loss for the below years by the amounts shown below. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
Increase/ (decrease) in 100 basis point	55.04	49.65

Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has outstanding borrowings from Phoenix ARC Private Limited. The Company is passing through a phase of liquidity stress and there is a mismatch in cash flows. Due to this, the capacities of the Company are running at sub-optimal level. The Company is working towards devising a plan which would correct the cash flow mismatch. The Company believes that the Company would be able to generate enough cash inflows to meet its working capital requirements in the medium and long run. The company manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Credit Risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the company. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of

business. On account of adoption of Ind AS 109, the company uses expected credit loss model to assess the impairment loss or gain. The Company has exposure to credit risk from trade receivable balances on sale of Yarns & Readymade Garments. The Company ensures concentration of credit does not significantly impair the financial assets since the customers to whom the exposure of credit is taken are well established and reputed industries engaged in their respective field of business. The creditworthiness of customers to which the Company grants credit in the normal course of the business is monitored regularly.

The Following is the detail of revenues generated from top five customer of the company and allowance for life time expected credit loss:

(₹ in Lakh)

Particulars	As at 31 March 2026	As at 31 March 2025
(a) Revenue from top five customers		
- Amount of Sales	18,375.85	22,078.07
- % of total Sales	77.63%	77.47%
(b) Allowance for doubtful debts		
Balance at the beginning of the period	297.86	499.86
Recognized during the year	-	-
Amount Write Off	-	202.00
Balance At the end of the period	**297.86**	**297.86**

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables as disclosed at Note 6 & 10.

Write off policy

The financials assets are written off in case there is no reasonable expectation of recovering from the financial.

46A. Capital Management

The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The director's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. No Changes were made in the objectives, policies or processes during the years ended 31st March 2026 and 31st March 2025.

46 Expenditure in foreign currency on account of:

(₹ in Lakh)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Commission, consultancy, travelling, interest and others	1.20	12.33

47 Despite the fact that the net worth of the Company has been fully eroded, the Management is of the view that the company is an operative company and with all necessary steps and continuing professional management, is confident to turnaround the company and accordingly Deferred Tax assets will be recognised. In view of the same, the financial statements have been prepared on going concern basis.

48 The Company is paying rentals for office premises taken on rent which are not in the nature of lease agreements. Therefore, disclosure requirements of Accounting Standard IND AS-17 are not applicable.

49 The balances of Trade Receivables, Loan and Advances, Deposits and Trade Payables are subject to confirmation/reconciliation and subsequent adjustments, if any. During the year, letters have been sent to various parties with a request to confirm their balances as on 31st March, 2026. Except for the provision created against these receivables, they are realizable as per management of the company.

50 The company operates in two segments: Textiles and Real Estate. Segment reporting disclosures, as required by IND-AS 108 'Operating Segments', have been provided as follows.

SEGMENT INFORMATION

I Segment accounting policies:

a. Product and Services from which reportable segment derive their revenues (Primary Business Segments)

Based on the nature and class of product and services , their customers and assessment of differential risks and returns and financial reporting results reviewed by Chief Operating Decision Maker (CODM) , the Group has identified the following business segments which comprises of.

- Textile Business
- Real Estate

b. Geographical segments (secondary business segments)

The Company operates only in one geographical segment, so no segment reporting has been done based on geographical basis

c. Segment accounting policies

Segment accounting policies: In addition to the significant accounting policies applicable to the business segment as set out in note 1, the accounting policies in relation to segment accounting are as under:

i. Segment assets and liabilities:

Segment assets include all operating assets used by a segment and consist principally of cash, debtors, inventories, right of use assets and property, plant and equipment including capital work in progress, net of allowances and provisions, which are reported as direct offset in the balance sheet. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities.

ii Segment revenue and expenses:

Joint revenue and expenses of segments are allocated amongst them on reasonable basis. All other segment revenue and expenses are directly attributable to the segments.

iii Inter segment sales:

Inter segment sales are accounted for at cost plus appropriate margin (transfer price) and are eliminated in consolidation.

iv Segment results :

Segment results represent the profit before tax earned by each segment without allocation of central administration costs, other non operating income as well as finance costs. Operating profit amounts are evaluated regularly by the Chief Operating Decision Maker in deciding how to allocate resources and in assessing performance.

Note for Segment Reporting **(₹ in Lakh)**

Particulars	Textiles		Real Estate		Unallocable		Total	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
1 Segment Revenue								
- External Sales	23,670.39	28,498.24	-	-	-	-	23,670.39	28,498.24
- Other Income	-	-	-	-	917.20	2,608.50	917.20	2,608.50
Total Revenue	**23,670.39**	**28,498.24**	**-**	**-**	**917.20**	**2,608.50**	**24,587.59**	**31,106.74**
2 Segment Results	-337.60	-581.79	2,004.22	3,481.97	-	-	1,666.62	2,900.18
Unallocated corporate expenses (net of unallocated Income)	-	-	-	-	-	-	-	-
Finance costs	898.50	1,407.78					898.50	1,407.78
Tax expenses	-	-	-	-	-	-	-	-
3 Profit After Tax	**-1,236.10**	**-1,989.57**	**2,004.22**	**3,481.97**	**-**	**-**	**768.12**	**1,492.40**
4 Segment Balance Sheet								
a) Segment Assets	15,220.45	18,057.78	7,230.38	3,789.69	5,862.36	5,729.85	28,313.19	27,577.32
Total Assets	**15,220.45**	**18,057.78**	**7,230.38**	**3,789.69**	**5,862.36**	**5,729.85**	**28,313.19**	**27,577.32**
b) Segment Liabilities	11,009.16	12,921.62	-	-			11,009.16	12,921.62
Unallocated corporate liabilities	-	-	-	-	11,791.75	9,690.47	11,791.75	9,690.47
Long Term Borrowings	-	-	-	-	-	1,620.41	-	1,620.41
Short Term Borrowings	-	-	-	-	5,512.27	3,344.82	5,512.27	3,344.82
Total Liabilities	**11,009.16**	**12,921.62**	**-**	**-**	**17,304.02**	**14,655.70**	**28,313.18**	**27,577.32**
5 Other Disclosures								
Capital expenditure	1,529.11	471.19	-	-	-	-	1,529.11	471.19
Depreciation and amortisation expense	671.99	898.34	-	-	-	-	671.99	898.34

51 No significant adjusting event occurred between the balance sheet date and date of the approval of the financial statements by the Board of Directors requiring adjustment or disclosure.

52 Previous year figures have been regrouped /reclassified wherever necessary to conform to current year classification.

53 The Government of India, vide Notification dated November 21, 2025, has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as "the Labour Codes"), which consolidate and replace existing multiple labour legislations. In accordance with Ind AS 19 - Employee benefits, changes to employee benefit plans resulting from the new labour codes are treated as plan amendments, requiring immediate recognition of past service cost as expense in the statement of profit and loss. This approach is consistent with the guidance issued by the Institute of Chartered Accountants of India. In view of this, the Company has evaluated the impact and no additional cost for the same needs to be recognised. Further, the Company continues to monitor developments on the rules to be notified by regulatory authorities, including clarifications/ additional guidance from authorities and will continue to assess the accounting implications basis such developments/ guidance, if required.

54 Title deeds of Immovable Property not held in name of the Company.

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company**
PPE	Land & Building	1197472	Subhash Sharma	No	22.06.2011	State Government rules
PPE	Land & Building	346100	Subhash Sharma	No	01.02.2011	State Government rules
PPE	Land & Building	487808	Subhash Sharma	No	13.12.2010	State Government rules

****** In this respect, the Company has already paid full consideration as per agreement of Purchase of said property. However, approval of Himachal Pradesh Government for registration of Property in the name of Company is yet to be received.

55 The Company has not granted loans or Advances to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:

(a) repayable on demand or

(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loan or advance in the nature of Loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-
Directors	-	-
KMP'S	-	-
Related Parties	-	-

56 No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

57 The company is not availing any working capital limits from bank(s) and as such, no quarterly returns or statements are required to be submitted to the bank .

58 The company has not been declared wilful defaulter by any bank or financial Institution or other lenders during the year ended 31.03.2026.

59 Ratio Analaysis

Sr. no	Ratio Analysis	Numerator	Rs in lakhs	Denominator	Rs in lakhs	31st March 2026	31st March 2025
1	**Current Ratio**	**Current Assets**		**Current Liabilities**			
		Inventories	7,856.05	Creditors for goods and services	7,509.02		
		Sundry Debtors	337.82	Short term loans	5,512.27		
		Cash and Bank balances	28.21	Bank Overdraft	0.00		
		Receivables/Accruals	819.87	Cash Credit	0.00		
		Loans and Advances	6.89	Outstanding Expenses	2,064.59		
		Disposable Investments	0.00	Provision for taxation	0.00		
		Any other current assets	3,630.67	Proposed dividend	0.00		
		Assets held for sale	368.93	Unclaimed Dividend	0.00		
				Any other current liabilities	1,283.91		
			13,048.44		**16,369.79**	**0.80**	**0.58**
	Remarks - This ratio has been improved mainly on account of increase in current assets amount.						
2	**Debt Equity Ratio**	**Total Debt** Total Debt	**5,512.27**	**Shareholder's Equity** Total Shareholders Equity	**-19,718.10**	**-0.28**	**-0.22**
	Remarks - This ratio has been improved mainly on account of increase in Debt & Equity.						
3	**Debt Service Coverage Ratio**	**Earnings available for debt service** Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of fixed assets, etc.	**1,715.96**	**Debt Service** Current Debt Obligation (Interest & Lease payment + Principal Repayment.	**4,289.90**	**0.40**	**0.59**
	Remarks-The ratio has changed in current year, on account of decrease in net profit.						
4	**Return on Equity Ratio**	**Profit for the period** Net Profit after taxes - preference dividend (if any)	**750.28**	**Avg. Shareholders Equity** (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	**-21,228.62**	**0.035**	**0.052**
	Remarks-The ratio has decreased in the current year on account of decrease in net profits.						
5	**Inventory Turnover Ratio**	**Cost of Goods sold** (Opening Stock + Purchases) – Closing Stock	**16,473.19**	**Average Inventory** (Opening Stock + Closing Stock)/2	**6,116.20**	**2.69**	**6.82**
	Remarks-The ratio has changed in current year, on account of increase in Inventory.						
6	**Trade Receivables Turnover Ratio**	**Net Credit Sales** Credit Sales	**23,670.39**	**Average Trade Receivables** (Beginning Trade Receivables + Ending Trade Receivables)/2	**903.39**	**26.20**	**37.39**
	Remarks-The ratio has changed in current year, on account of decrease in Turnover.						
7	**Trade Payables Turnover Ratio**	**Total Purchases** Annual Net Credit purchases	**21,559.29**	**Average Trade Payables** (Beginning Trade Payables + Ending Trade Payables) / 2	**8,620.13**	**2.50**	**2.41**

Sr. no	Ratio Analysis	Numerator	Rs in lakhs	Denominator	Rs in lakhs	31st March 2026	31st March 2025
8	Net Capital Turnover Ratio	Net Sales Total Sales - Sales Return	23,670.39	Average Working Capital Current Assets - Current Liabilities	-3,321.35	-7.13	-4.18
	Remarks-The ratio has been changed on account of decrease in turnover.						
9	Net Profit Ratio	Net Profit Profit After Tax	750.28	Net Sales Sales	23,670.39	0.032	0.053
	Remarks-This ratio has been decreased in current year mainly on account of decrease in profits.						
10	Return on Capital employed	Earning before interest and taxes Profit before Interest and Taxes	1,666.63	Capital Employed Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	11,943.39	0.14	0.25
	Remarks- The ratio has been decreased in current year as compared to previous year, due to decrease in EBIT.						
11	Return on Investment	Return/Profit/Earnings	-	Investment	-	Nil	Nil

60 Relationship with Struck off Companies

Name of struck off Company	Nature of Transactions with Struck -off Company	Balance Outstanding as at 31.03.2026	Relationship with the Stuck off Company,if any, to be disclosed.
Sree Vaishnavi Impex Private Limited	Payables	25,565.00	Vendor
Vinod Cotton Corporation Private Limited	Payables	2,21,560.89	Vendor
B.R.Knitwears Pvt. Ltd.	Receivables	15,67,530.00	Customer

61 There are no charges or satisfaction yet to be registered with Registrar of Companies/MCA beyond the statutory period.

62 The company has no subsidiary as on 31.03.2026, as such the company is in fully compliance with provisions with respect to number of layers of companies prescribed under clause (87) of section 2 of the Companies Act read with the Companies (Restriction on number of Layers) Rules, 2017.

63 During the year, there has not been any Scheme of Arrangements that has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

64 Utilisation of Borrowed funds and share premium:

(A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries ;

(B) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:-

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

65 The company has not used any borrowings from banks and financial institutions for other than the specific purpose for which it was taken as at the balance sheet date

66 The company has not traded or invested in crypto currency or virtual currency during the financial year.

67 With regard to the provisions of corporatre social responsibiltiy covered under the section 135 of Companies Act, the detail is as under:

Sr. No.	Particulars	Amount (in Rs.)
1	Amount required to be spend by the company during the year	NIL
2	Amount of expenditure incurred	N.A
3	Shortfall at the end of the year	N.A
4	Total of previous year's shortfall	N.A
5	Reason for shortfall	N.A
6	Nature of CSR Activities	N.A
7	Details of Related Party Transactions e.g contribution to a trust controlled by the company in relation to CSR expenditure as per relevant accounting standard	N.A

68 There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under Income Tax Act, 1961, that has not been recorded in the books of account.

69 According to the SEBI circular for Disclosure of Large Entity, it is hereby confirmed that Vardhman Polytex Limited is not a Large Entity. Outstanding borrowing (Long Term) in terms of the said circular was Rs. Nil as on 31.03.2026.

70 During the Financial year no amount has been contributed as per section 182 & 183.

As per our report of even date

For Navneet Sehgal & Co.
Chartered Accountants
Firm Reg. No:-008199N

FOR AND ON BEHALF OF BOARD OF DIRECTORS OF VARDHMAN POLYTEX LIMITED

Sd/-
Navneet Sehgal
Partner
Membership No. 085767
UDIN- 26085767TSULVX1412

Sd/-
Manju Oswal
Director
(DIN-00009449)

Sd/-
Adish Oswal
Chairman & Managing Director
(DIN-00009710)

Sd/-
Ajay K. Ratra
(Company Secretary)

Sd/-
Radhamohan Soni
(Chief Financial Officer)

Place: Ludhiana
Date: 29th May 2026

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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: None

Sr. No.	Particulars	Details
a	Name(s) of the related party and nature of relationship	—
b	Nature of contracts/arrangements/transactions	—
c	Duration of the contracts/arrangements/transactions	—
d	Salient terms of the contracts or arrangements or transactions including the value, if any	—
e	Justification for entering into such contracts or arrangements or transactions	—
f	Date of approval by the Board	—
g	Amount paid as advances, if any:	—
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	—

2. Details of material contracts or arrangement or transactions at arm's length basis: None

Sr. No.	Particulars	Details
a	Name(s) of the related party and nature of relationship	—
b	Nature of contracts/arrangements/transactions	—
c	Duration of the contracts/arrangements/transactions	—
d	Salient terms of the contracts or arrangements or transactions including the value, if any	—
e	Date of approval by the Board, if any:	—
f	Amount paid as advances, if any:	—

For and on behalf of the Board

Sd/-
(Adish Oswal)
Chairman and Managing Director
(DIN-00009710)

Date: August 10, 2026
Place: Ludhiana

Information for Shareholders of the Company

Updation of Permanent Account Number (PAN), KYC Details and Nomination for securities held in physical form

It is hereby informed that shareholder holding shares in physical form shall submit copies of PAN Card, KYC details, Bank account details and Nomination to the Company/ Registrar and Share Transfer Agent (RTA).

In view of above, we request you to provide the following:

- ✓ For updations of PAN number and KYC details, please fill up the attached Form ISR-1
- ✓ Self-attested copy of your PAN card (including PAN Card of the joint holders duly self-attested by them)
- ✓ Postal address with PIN Code, Self-attested copy of your valid address proof
- ✓ Mobile number and E-mail address
- ✓ Bank account details i.e., bank name, branch, account number and IFS Code supported by self-attested bank statement or original cancelled cheque leaf
- ✓ Specimen signature - Provide Banker's attestation of the signature in the attached Form ISR - 2.
- ✓ Nomination for the aforesaid folio(s) in the attached Form SH-13 **or** 'Declaration to Opt-out' in the attached Form ISR-3, if you do not wish to nominate any person **or** change of nomination in attached Form SH-14 (*in case of cancellation of nomination by shareholder through Form SH-14, declaration to Opt-out in Form ISR-3 shall also be provided by the shareholder).*

And Form ISR-4 for availing the various services in case of dematerialized securities pursuant to the SEBI circular dated 25.01.2022 on issuance of securities in dematerialized form in case of Investor Service Requests;

We request you to send the above details/documents to Alankit Assignments Limited having Registered Office at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi- 110055 or through email at kycupdate@alankit.com at the earliest, by any one of the following modes:

I. Through hard copies which should be self -attested and dated.

II. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder.

Formats of Form ISR-1, ISR-2, ISR-3, ISR-4, SH-13 and SH-14 are available at http://oswalgroup.com/investor-information.php

Special Window for Re-lodgement of Transfer Requests of Physical Shares

In accordance with SEBI Circular No. HO/38/13/11(2)2026-MIRSD-PoD/1/3750/2026 dated January 30, 2026, it is hereby informed to general public that, the Special Window has been opened for a period of 1 year from February 05, 2026 till February 04, 2027, only for Re-lodgement of Transfer Deeds, which were lodged prior to April 01, 2019 and rejected/ returned/ not attended to due to deficiency in the documents/ process or otherwise.

If anyone had lodged the transfer deeds for transfer of physical shares before April 01, 2019 and required to re-lodge the same with necessary corrections, if any, may contact the RTA of the company- Alankit Assignments Limited, Alankit House, 4E/2 Jhandewalan Extension, New Delhi- 110055 (E) rta@alankit.com (Tel.) +91-11-4254-1234/1956.

Please note that during this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, if any, as on date) shall be issued only in demat mode and shall be locked-in for 1 year from the date of registration of transfer.

Thanking you,

Yours faithfully,
For Vardhman Polytex Limited

Sd/-
Ajay K. Ratra
Company Secretary

VARDHMAN POLYTEX LIMITED

CIN: L17122PB1980PLC004242
Regd. Office: Vardhman Park, Chandigarh Road, Ludhiana-141123, Punjab, India

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/We record my/our presence at the Annual General Meeting of the Company at Registered Office of the company at Vardhman Park, Chandigarh Road, Ludhiana-141123 on Thursday, 24th September, 2026 at 11.00 AM.

NAME OF THE SHAREHOLDER(S)(in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY(in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

VARDHMAN POLYTEX LIMITED

CIN: L17122PB1980PLC004242
Regd. Office: Vardhman Park, Chandigarh Road, Ludhiana-141123, Punjab, India

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014*]*

CIN:	L17122PB1980PLC004242		
Name of the Company:	Vardhman Polytex Limited		
Registered Office:	Vardhman Park, Chandigarh Road, Ludhiana-141123		
Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No/Client Id		DP ID	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name ..... E-mail id.....
   Address .....
   ..... Signature ..... Or failing him
2. Name ..... E-mail id.....
   Address .....
   ..... Signature ..... Or failing him
3. Name ..... E-mail id.....
   Address .....
   ..... Signature ..... Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 24th September, 2026 at 11.00 AM at Registered Office of the company at: Vardhman Park, Chandigarh Road, Ludhiana-141123.

Resolution No.:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Manju Oswal (DIN: 00009449), who retires by rotation in accordance with Articles of Association and being eligible, offers herself for re-appointment.
3. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2027

Signed this ..... day of 2026

Affix Revenue Stamp

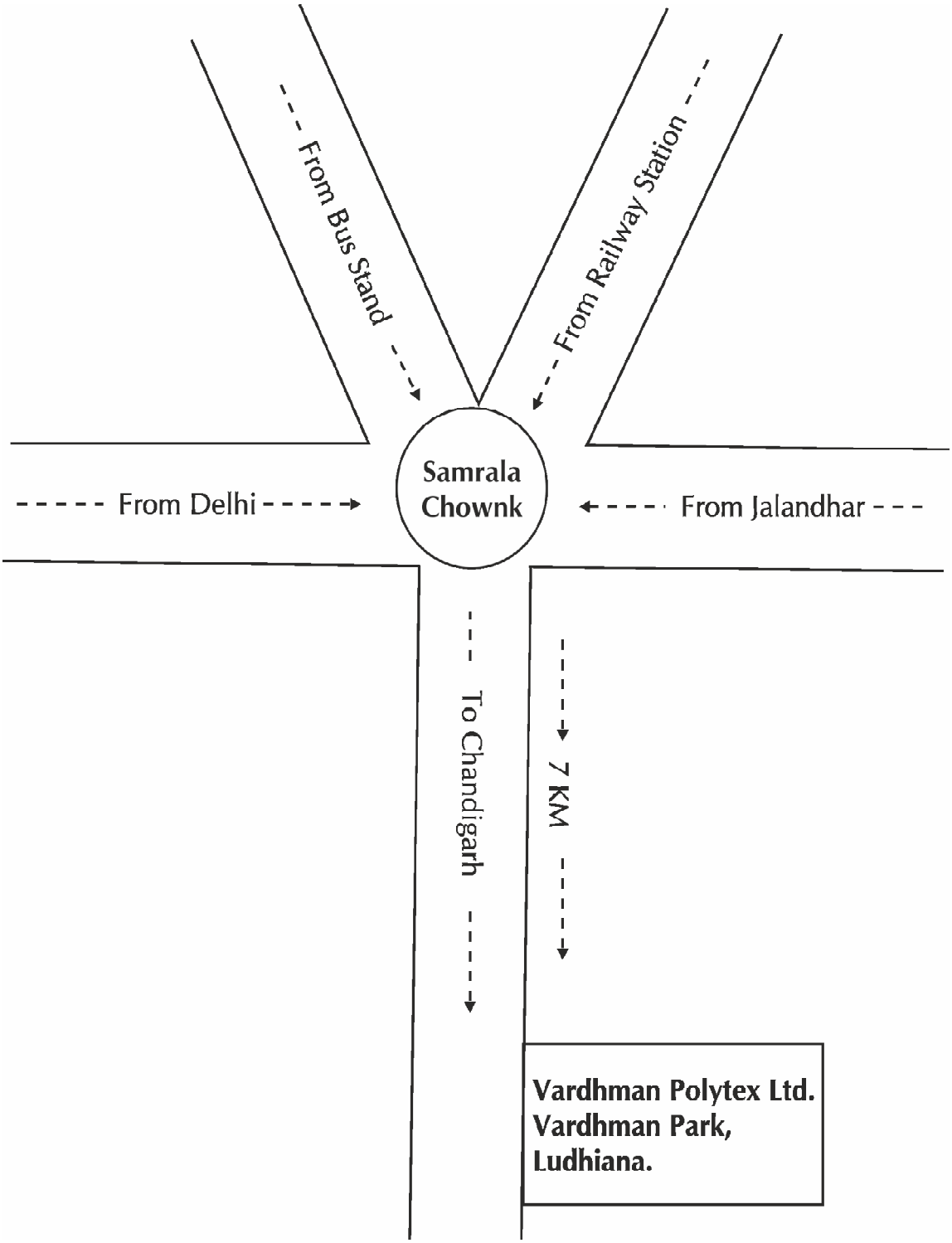
....
Signature of Shareholder: Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map of AGM Venue

Vardhman Polytex Limited

Vardhman Park, Chandigarh Road, Ludhiana-141123



VARDHMAN POLYTEX LIMITED
An Oswal Group® Company
CIN: L17122PB1980PLC004242

REGISTERED & CORPORATE OFFICE
Vardhman Park, Chandigarh Road,
Ludhiana-141123, Punjab, (India)
Ph: +91-161-6629888
Fax: +91-161-6629988
Email: info@vpl.in

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305, 3rd Floor, Ansal Bhawan 16,
Kasturba Gandhi Marg
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