31-03-2026

OMNITEX INDUSTRIES (INDIA) LIMITED

40th ANNUAL REPORT
2025 -2026

BOARD OF DIRECTORS		**Mr. Narendra Dalmia** Managing Director – Upto 12-05-2025) **Mr. Shyam B Bagrodia** Managing Director (from 09-10-2025) **Mr. Ashok M. Bhawnani** Non-Executive Director (upto 06-11-2025) **Mr. Durgaprasad S. Sabnis** Non-Executive Director (upto 06-11-2025) **Mr. J. Ramakrishnan** Non-Executive Director (upto 08-10-2025) **Mr. Neeraj Gupta** Non-Executive Director (from 13-05-2025) **Mr. Bhavik Ashokkumar Shah** Non-Executive Independent Director **Mrs. Meghna Mahendra Savla** Non-Executive Women Independent Director
BANKERS	:	**HDFC Bank Limited**
AUDITORS	:	**Messrs. JMT & Associates** **Chartered Accountants**
REGISTERED OFFICE	:	**Office No. 11, 1st floor,** **Tardeo Air-condition Market Co-Op. Soc. Ltd** **Pandit Madan Mohan Malviya Road,** **Tulsiwadi, Tardeo, Mumbai 400 034**
CIN	:	**L17100MH1987PLC042391**
WEBSITE	:	**www.omnitex.com**
EMAIL	:	**info@omnitex.com**
REGISTRARS & TRANSFER AGENTS	:	**Adroit Corporate Services Pvt Ltd** **18/20, Jaferbhoy Industrial Estate,** **1st Floor, Makwana Road,** **Marol naka, Andheri (East),** **Mumbai 400 059**

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of Omnitex Industries (India) Limited, (CIN L17100MH1987PLC042391) will be held on Wednesday, 30th September, 2026, at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") 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 March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Neeraj Gupta (DIN: 00317395), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Shyam Brahmadatt Bagrodia (DIN: 00812394) as Managing Director of the Company designated Managing Director for a fixed term of 5 years

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

   "RESOLVED THAT in terms of the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any amendment, reenactment or statutory modification thereof) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), as amended from time to time and the Articles of Association of the Company, and subject to such other requisite approvals, if any, in this regard from the appropriate authorities and term(s), condition(s), amendment(s), modification(s) and pursuant to recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors of the Company (hereinafter referred to as "Board", consent of the Members of the Company be and is hereby accorded to approve the appointment of Mr. Shyam Brahmadatt Bagrodia (DIN: 00812394) as the Managing Director (Key Managerial Person) of the Company and designation as the Managing Director of the Company, for a period of five years commencing from October 9, 2025 to October 8, 2030 (both days inclusive), upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of no profits or inadequate profits in any financial year during the tenure of his appointment as a Managing Director of the Company), subject to the limits prescribed under the provisions of Schedule V to the Act or any amendment thereto for the time being in force, with liberty to the Board to alter and vary the terms and conditions of the said appointment, as may be mutually agreed to between the Board and Mr. Shyam Brahmadatt Bagrodia from time to time.

   RESOLVED FURTHER THAT Mr. Shyam Brahmadatt Bagrodia shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not be a part of his remuneration during his tenure as Managing Director of the Company.

   RESOLVED FURTHER THAT pursuant to recommendation of the NRC and the Board, consent of the Members of the Company be and is hereby accorded to pay remuneration not exceeding to Rs. 25 Lakhs (Rupees Twenty-Five Lakhs) per annum to Mr. Shyam Brahmadatt Bagrodia with effect from October, 2025.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary such as statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions for and on behalf of the Company in that regard."

4. To appoint Statutory Auditor of the Company for a term of five consecutive years from FY 2026-27:

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of M/s. Vora & Associates, Chartered Accountants (Firm Registration No. 111612W) as the Statutory Auditors of the Company for a term of five (5) years to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company, to conduct the statutory audit of the Company and issue audit reports thereon.

RESOLVED FURTHER THAT the remuneration of the Statutory Auditors, as recommended by the Audit Committee and the Board of Directors, be and is hereby approved by the Members at Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) per annum, excluding applicable taxes and reimbursement of out-of-pocket expenses, and fees for any other certification, attest services or permissible non-audit services, if any, shall be approved by the audit committee and Board of directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making statutory disclosures as may be required under applicable law."

By order of the Board of Directors
For Omnitex Industries (India) Limited

Bhavik Shah
Director
DIN 09605363

Meghna Gala
Director
DIN 09152133

Place: Mumbai
Date: 04th September, 2026

Registered Office: Office No. 11, 1st Floor
Tardeo Air Condition Market Co-op. Soc. Ltd.,
Pandit Madan Mohan Malaviya Road, Tardeo,
Tulsiwadi, Mumbai – 400034.

CIN: L17100MH1987PLC042391
Website: www.omnitex.com
Email: cs@omnitex.com
Tel: +91 22 4063 5100

Notes:-

1. The Ministry of Corporate Affairs ('MCA') has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, 09/2024 dated 19th September, 2024 and latest being 03/2025 dated 22nd September, 2025/ and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). Hence, the AGM of the Company is being held through VC. The deemed venue for AGM shall be the registered office of the Company, i.e. Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd., Pandit Madan Mohan Malaviya Road, Tardeo, Tulsiwadi, Mumbai – 400034.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. The information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Directors retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as **Annexure A** to this Notice.

4. In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 40th Annual General Meeting of the Company is being held through VC/ OAVM on Wednesday, September 30, 2026 at 3:00 pm (IST). The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.

5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members, who are Bodies Corporate / Institutional shareholders, may attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of their respective Board or governing body resolution / authorisation etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the Company's Registrar & Transfer Agent ("RTA"), Adroit Corporate Services Private Limited at the email address info@adroitcorporate.com with a copy marked to the Company at cs@omnitex.com.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive).

7. Attendance of the members participating in the AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. In accordance with the aforesaid MCA Circulars and the Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/ HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023, 2/P/CIR/2024/133 dated October 03, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Annual Report for FY 2025-26 are being sent only through electronic mode to those Members whose e-mail addresses are registered with their respective Depository Participants ("DPs"), Company or Company's RTA. Members may note that the Notice of the AGM and the Annual Report for the year 2026 will also be available on the Company's website at www.omnitex.com, and also on the website of the Stock Exchange where the shares of the Company have been listed viz., BSE Limited- www.bseindia.com.

9. Members having more than one folio in identical names are requested to consolidate the same.

10. The Company has fixed Wednesday, September 23, 2026 as the "Record Date" for casting the vote in the AGM.

11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. All documents referred in the accompanying Notice and Statement setting out material facts will be available electronically for inspection for Members on all working days between 9:30 am to 11:30 am (IST) up to Wednesday, September 30, 2026 being the date of the AGM. Members seeking to inspect such documents can send an email at: cs@omnitex.com.

13. Voting through electronic means:

    I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rule, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 40th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The members may cast their votes using e-voting from a place other than the venue of the meeting. ("Remote e-voting")

    II. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2026.

    III. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. 23rd September, 2026 only shall be entitled to avail the facility of remote e-voting.

    IV. The voting period begins on Sunday, 27th September, 2026 at 9.00 a.m. and ends on Tuesday, 29th September, 2026 at 5.00 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. 23rd September, 2026) may cast their vote electronically.

    V. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman or such person authorised by him in this behalf. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.omnitex.com and on the website of NSDL and communicated to BSE Limited.

    VI. Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. 30th September, 2026.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Sunday, September 27, 2026 at 09.00 A.M. and ends on Tuesday, September 29, 2026 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2026.

<u>How do I vote electronically using NSDL e-Voting system?</u>
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

<u>Step 1: Access to NSDL e-Voting system</u>

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code

	mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to doshi.jenish@yahoo.com with a

copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Suketh Shetty at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@omnitex.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@omnitex.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@omnitex.com. The same will be replied by the company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email ID mentioning their Name, DP ID and Client ID / Folio number, PAN, Mobile Number at cs@omnitex.com from Wednesday, September 09, 2026 09.00 am to Wednesday, September 23, 2026 (upto 05.00 pm IST). Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (11:00 a.m. to 5:00 p.m.) on all working days except Saturday and Sunday, up to and including the date of the Annual General Meeting of the Company.

15. The Company's Equity Shares are listed at BSE Limited with script code 514324 and Listing Fees for the Financial Year 2025-26 has been paid.

By order of the Board of Directors
For Omnitex Industries (India) Limited

Bhavik Shah	**Meghna Gala**
Director	Director
DIN 09605363	DIN 09152133

Place: Mumbai
Date: 04th September, 2026

Registered Office: Office No. 11, 1st Floor
Tardeo Air Condition Market Co-op. Soc. Ltd.,
Pandit Madan Mohan Malaviya Road, Tardeo,
Tulsiwadi, Mumbai – 400034.

CIN: L17100MH1987PLC042391
Website: www.omnitex.com
Email: cs@omnitex.com
Tel: +91 22 4063 5100

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

Item No. 3

The Board of Directors, at its meeting held on October 9, 2025, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), appointed Mr. Shyam Brahmadatt Bagrodia as the Managing Director of the Company, for a period of five years commencing from October 9, 2025 to October 8, 2030 (both days inclusive), subject to approval of the Members.

Upon his appointment, Mr. Shyam Brahmadatt Bagrodia would be considered as a Key Managerial Personnel (“KMP”) pursuant to Section 203 of the Companies Act, 2013 (“Act”) and will be liable to retire by rotation. Mr. Shyam Brahmadatt Bagrodia has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act.

Mr. Shyam Brahmadatt Bagrodia has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Brief Profile of Mr. Shyam Brahmadatt Bagrodia

Mr. Shyam Bagrodia is a distinguished business leader with five decades of global experience across the energy, steel, cement, and infrastructure sectors. An alumnus of IIT Kharagpur (B.Tech, Honours) and the University of Rochester, New York (MBA, Beta Gamma Sigma Honor Society), he has combined deep technical expertise with sharp business insight to establish and lead marquee projects that have left a lasting imprint on India’s industrial landscape.

He played a defining role, from inception, in the setup and expansion of Essar Oil’s Refinery (now Nayara Energy), today recognized as one of India’s landmark energy projects for its scale and complexity. At the Birla Group, as the youngest senior executive, he built Mysore Cement’s (now Heidelberg Cement) presence in North India — developing the business endto-end, from manufacturing to sales and distribution. In both these pioneering initiatives, his strategic vision and early adoption of advanced technologies created enduring foundations that continue to shape the businesses decades later.

As Group Managing Director he also briefly led Nalin Industries Bhd., Malaysia – engaged in Palm and Palm Kernel crushing, processing and refining to produce Palm Oil (largest global facility), Palm Kernel Oil and Palm Oil Chemicals.

At Essar Group, in various roles including Group President Procurement, he directed capital equipment procurement across Oil & Gas, Steel, Power and transportation sectors, where he forged strong local and international partnerships to deliver large-scale, high-value projects.

Well respected and deeply regarded as a strategic leader, skilled negotiator, and institution builder, his cross-border engagements have spanned Europe, USA, Latin America, Africa, and Asia, covering technology adoption, project financing, and complex contract negotiations.

Beyond his professional journey, he is an avid reader, a keen learner of emerging technologies such as AI.

Mr. Shyam Brahmadatt Bagrodia will be entitled to remuneration not exceeding Rs. 25 lakhs (Rupees Twenty-Five Lakhs) per annum. The proposed remuneration is in line with applicable laws, market standards, and internal benchmarks for the role and responsibilities undertaken by Mr. Shyam Brahmadatt Bagrodia. The remuneration shall be within the limits and subject to the conditions prescribed under the Companies Act, 2013, including Schedule V thereto.

Except Mr. Shyam Brahmadatt Bagrodia, none of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

Item No. 4

Pursuant to Section 139 of the Companies Act, 2013 (“the Act”), read with the Companies (Audit and Auditors) Rules, 2014, every company is required to appoint Statutory Auditors to audit its financial statements in the manner prescribed under the Act.

Further, Sections 139, 141 and 142 of the Act, inter alia, provide for the eligibility, qualifications, disqualifications, tenure and remuneration of Statutory Auditors.

The present Statutory Auditors of the Company, M/s. JMT & Associates, Chartered Accountants (Firm Registration No. 104167W), were appointed at the Annual General Meeting held on September 30, 2021. They have completed their maximum permissible tenure under Section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Accordingly, they shall retire at the conclusion of the 40th Annual General Meeting of the Company.

There has been no material change in the remuneration payable to the Statutory Auditors or in the terms and conditions of their appointment during the financial year under review.

Based on the recommendation of the Audit Committee and the Board of Directors, the Board has approved and recommended to the Members the appointment of M/s. Vora & Associates, Chartered Accountants (Firm Registration No. 111612W) as the Statutory Auditors of the Company for a term of five (5) consecutive financial years.

The proposed appointment of M/s. Vora & Associates shall be for a term of five consecutive financial years commencing from April 1, 2026, to March 31, 2031, and the Statutory Auditors shall hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company, subject to approval of the Members.

M/s. Vora & Associates have confirmed their eligibility under Section 141 of the Act and have provided their written consent for the said appointment. They have further confirmed that their appointment, if made, would be in compliance with the applicable provisions of the Act and that they are not disqualified to act as Statutory Auditors.

Remuneration

The remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) per annum, excluding applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and the Board of Directors, is proposed for approval of the Members. Fees for any other certification, attest services or permissible non-audit services, if any, shall be mutually agreed between the Company and the Statutory Auditors from time to time.

Brief Profile of Statutory Auditors

Vora & Associates having a Firm Registration No. 111612W, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Firm is in practice since more than 45 years with working partners, qualified CA’s skilled / semi qualified CA Assistants. The Firm is primarily engaged in providing services related to audit and assurance, direct taxation, indirect taxation, business advisory & governance, international taxation, etc.

It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

To the best of its knowledge, the firm does not have any relationship with the Directors of the Company.

Other Disclosures

The consent letter, eligibility certificate and peer review certificate issued by the M/s. Vora & Associates are available for inspection by the Members in electronic form up to the date of the Annual General Meeting. Members seeking inspection may send an email request to the Company's designated investor email ID.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

Annexure A

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 WITH REGARD TO DIRECTORS SEEKING APPOINMENT / RE-APPOINTMENT AT THE FORTIETH ANNUAL GENERAL MEETING.

SN	Particular	Details
1.	Name of Director	Mr. Neeraj Gupta
2.	Date of Birth	20th November 1968
3.	Nationality	Indian
4.	DIN / PAN	00317395
5.	Director Since	13th May, 2025
6.	Experience	He has experience of more than 30 years in asset management and corporate finance
7.	Nature of his/her expertise in specific functional areas	Mr. Neeraj Gupta is a fellow member of Institute of Chartered Accountant of India with an experience of more than 30 years in asset management and corporate finance. He has also invested across various traditional infra and transitioning infra. He was associated for 20 years in leadership positions at JP Morgan's Asian Infra Fund, AP Moller Capital's India unit, and Essar Global Fund and in the early 10 years at Rothschild, GE Capital, American Express Bank, and Ernst & Young. He has managed J P Morgan's India renewables platform, evaluated US $ 2 Bn Investment opportunities for AP Moller Capital. He has also managed JP Morgan's waste to energy platform
8.	Terms and condition of appointment / re-appointment along with remuneration to be drawn	Appointed as a Non-Executive Director, liable to retire by rotation. Remuneration: NIL (except Sitting Fees)
9.	No. of Board meeting attended during the year	6
10.	No. of Shares Held of Company	Nil
11.	Directorship in other Listed Company	Nil
12.	Chairman/Member of Committees in listed Companies including Omnitex Industries (India) Limited	Audit Committee – 1 Nomination and Remuneration Committee – 1
13.	Qualification	B. com (Honours), CA
14.	Disclosure of relationships between directors inter-se:	Mr. Neeraj Gupta is not related to any of the directors of the Company

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 40th Annual Report together with the Audited Financial Statement of the Company for the financial year ended 31st March, 2026.

1. FINANCIAL RESULTS

	2025-26	2024-25
	(Rs. in Lakhs)	(Rs. in Lakhs)
Revenue from Operation	421.83	318.56
Other Income	265.24	222.65
Total Income	**687.07**	**541.21**
Less: Purchase of Stock in Trade	420.81	314.09
Employee Benefits Expense	34.33	3.62
Financial Charges	0.00	0.00
Depreciation	0.04	0.00
Other Expenses	45.09	15.83
Total Expenses	**500.27**	**333.54**
Profit / (Loss) before Exceptional Item, Tax expenses	**186.80**	**207.67**
Exceptional Item of Income	0.00	0.00
Profit / (Loss) before Tax expenses	**186.80**	**207.67**
Current Tax	69.70	(2823.83)
Deferred Tax	(30.84)	2742.09
MAT Credit Entitlement	0.00	0.00
Prior Period Adjustment for Taxes	2.83	(1.22)
Profit / (Loss) after Tax	**145.11**	**124.71**
Other Comprehensive Income (Net of Taxes)	-	5,076.12
Total Comprehensive Income for the year	**145.11**	**5,200.83**
Add: Profit / (Loss) brought down from earlier year	**16,867.46**	**12,022.96**
Amount Carried to Reserves	-	20.00
Interim Dividend	-	336.33
Balance Profit / (Loss) carried to Balance Sheet	**17,012.57**	**16,867.46**

2. DIVIDEND

Your directors do not recommend any dividend for the financial year ended 31st March, 2026. Further, no amount of dividend was required to be transferred to IEPF.

3. TRANSFER TO RESERVES

During the year no amount has been transferred to General Reserve.

4. THE STATE OF COMPANY'S AFFAIRS AND OUTLOOK

The business of the company has achieved a top line of Rs. 421.83 lakhs as against Rs. 318.56 lakhs in the previous year. Other Income has gone up to Rs. 265.24 lakhs from Rs. 222.65 lakhs in the previous year.

The Company has earned a profit after tax of Rs. 145.11 lakhs as against the profit after tax of Rs. 124.71 lakhs during the previous year. The previous years profit includes exceptional income on account of profit on sale of property of Rs. 201.80 lakhs. OCI Income (Net of Taxes) is NIL as against Rs. 5,076.12 lakhs for previous year.

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

5. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

As on March 31, 2026, the Board of Directors ("the Board") of the company comprises of 4 (four) Directors which are as follows:

Sr. No.	Name of the Director	Designation
1.	Mr. Shyam Bagrodia	Managing Director
2.	Mr. Neeraj Gupta	Non-Executive Director
3.	Mr. Bhavik Shah	Independent Director
4.	Mrs. Meghna Gala	Independent Director

Changes in the Board Composition:

During the financial year under review:

- the Board in its meeting held on May 13, 2025 has approved the appointment of Mr. Neeraj Gupta (DIN: 00317395) as Additional (Non- Executive) Non-Independent Director of the Company.
- the members of the Company in its meeting held on September 30, 2025, has approved the appointment of Mr. Neeraj Gupta (DIN: 00317395) as Non-Executive Non-Independent Director of the Company.
- Mr. Shyam Bagrodia (DIN: 00812394) was appointed as additional director and managing director of the Company w.e.f. October 9, 2025
- Mr. J. Ramakrishnan (DIN: 02598332) ceased to be a Director of the Company w.e.f. October 9, 2025 due to other personal commitments.
- Mr. Ashok Bhawnani (DIN: 00058344) and Mr. Durgaprasad Subhash Sabnis (DIN: 06607953) ceased to be a Director of the Company w.e.f. November 7, 2025 on account of personal commitments/reasons.
- Mr. Kusshal Ambbala ceased to be a Chief Financial Officer (CFO) of the Company w.e.f. November 7, 2025 on account of personal commitments/reasons.
- Mr. Deepak Berry was appointed for the post of Chief Financial Officer (CFO) of the Company w.e.f. November 7, 2025.
- Mr. Chaitanya Kulkarni ceased to be a Company Secretary and Compliance Officer of the Company w.e.f. January 23, 2026.

Appointment and Re-Appointment of Directors:
The following Directors are proposed to be appointed/re-appointed at the ensuing AGM, the brief details of which are mentioned in the Notice of 40th AGM forming part of this Annual Report:

Retirement by Rotation:
In accordance with the provisions of Section 152 of the Act read with the Companies (Management and Administration) Rules, 2014 and in accordance with the Articles of Association of the Company, Mr. Neeraj Gupta (DIN: 00317395), who retires by rotation and being eligible, offers himself for re-appointment at the ensuing AGM.

KEY MANAGERIAL PERSONNEL ("KMP"):
Pursuant to the provisions of Section 2(51) and Section 203 of the Act, the following are KMPs of the Company as on March 31, 2026:

Sr. No.	Name of the Director	Designation
1.	Mr. Shyam Bagrodia	Managing Director
2.	Mr. Deepak Berry	Chief Financial Officer (CFO)

During the financial year under review:

- Mr. Chaitanya Kulkarni resigned from his position as Company Secretary and Compliance Officer of the Company, due to personal reasons w.e.f. close of business hours on January 23, 2026.

6. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

(i) in the preparation of the annual accounts, the applicable Indian Accounting Standards (Ind AS) read with the requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

(ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that date;

(iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Directors have prepared the annual accounts on a going concern basis.

(v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

(vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

7. STATEMENT ON INDEPENDENT DIRECTORS

The declarations required under Section 149(7) of the Companies Act, 2013 from the Independent Directors of the Company confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013, have been duly received by the Company along with a declaration of compliance of sub-rule (1) and sub-rule (2) of Rule 6 of Companies (Appointment of Directors) Rules 2014. The independent directors have also complied with the Code for Independent Directors prescribed in Schedule IV to the Act and Code of Conduct for Directors and senior management personnel. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company.

8. DISCLOSURE OF COMPANY'S POLICY ON DIRECTOR'S, KMP APPOINTMENT & CRITERIA ETC.

The Company's policy relating to appointment of Directors, payment of managerial remuneration, Directors qualifications, positive attributes, Independence of Directors and other related matters as provided under section 178(3) of the Companies Act 2013 is furnished as **"Annexure I"** to this report. The said policy is also available on Company's website www.omnitex.com.

9. COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARK

Statutory Auditor
The Notes on Financial Statements referred to in the Auditor's report are self-explanatory. There are no qualifications, adverse remark or reservations in the Auditors' report.

Secretarial Auditor
As required by Section 204 of the Act, 2013, the Secretarial Audit Report for the year 2025-26 for auditing the Secretarial and related records is attached herewith as "**Annexure II"** to the Board's Report. There are no qualifications, adverse remark or reservations in the Secretarial Auditors' report.

10. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Loans
The Company has not given any loan during the current year and there is no loan outstanding as at 31^{st} March, 2026.

Guarantees
The Company has not given any Guarantees or provided any security during the current year and there is no outstanding guarantee / security as at 31st March, 2026.

Investments
During the year under review, the Company pursuant to securities subscription agreement and shareholders agreement dated June 13, 2025, made an investment in equity and compulsorily convertible preference shares of Blue Energy Motors Limited for an aggregate consideration up to Rs. 170 Crores.

11. RELATED PARTY TRANSACTIONS

There were no transactions of sale, purchase or supply of materials; sale, disposal, purchase of property of any kind, leasing of property of any kind, availing or rendering of any services, appointment as agent, appointment to any office or place of profit, underwriting etc. with Related Parties within the meaning and scope of Section 188 of Companies Act, 2013. The information pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is furnished as **"Annexure III".**

12. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments have occurred from the date of close of the financial year till the date of this Integrated Report, which might affect the financial position of the Company.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosures pertaining to Conservation of energy, technology absorption, are not applicable to your company during the year under review.

There was no foreign exchange inflow or outflow during the year under review.

14. RISK MANAGEMENT

The Company has identified two major areas with potential risk that may threaten the existence of the company.

(i) Investment risk
The Company is continuously monitoring the performance of the Blue Energy Motors Limited to ensure that the company has adequate time to take necessary precautions in the event of potential loss to its Investment.

(ii) Financial Risk
The Financial Risks are dealt with in the notes to the accounts.

15. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 are not applicable to your Company for the current year.

16. BOARD EVALUATION

Pursuant to Section 178(2) of the Companies Act, 2013, the Nomination and Remuneration Committee has carried out evaluation of performance of every Director. The Board has carried out an Annual performance evaluation of its own performance, of the Directors individually as well as evaluation of the working of its various Committees. The performance evaluation of Independent Director was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and Non-Independent Director was carried out by the Independent Director at their separate Meeting.

The Directors expressed their satisfaction with the evaluation process.

17. FAMILIARIZATION PROGRAMS OF INDEPENDENT DIRECTORS

Your Company has established familiarization and induction program. Further, at the time of the appointment of an Independent Director, the Company issues a Letter of appointment outlining his / her role, function, duties and responsibilities.

18. JOINT VENTURE / SUBSIDIARY / ASSOCIATE COMPANY

Company does not have any Subsidiary / Joint Venture / Associate company. Thus the provision of information in form AOC-1 is not applicable to the Company.

There were no companies which have become/ceased to be Subsidiaries, Joint Ventures and Associate Companies during the year.

20. DISCLOSURE PURSUANT TO SECTION 197(12) READ WITH RULE 5 OF COMPANIES (APPOINTMENTS AND REMUNERATION) RULES 2014

(i) None of the Directors of the Company is drawing any remuneration other than sitting fees. Hence the information in respect of ratio of remuneration of each director to the median remuneration of employees etc., are not provided. Other information are:

I. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

During the financial year, there is no increase in remuneration drawn by the Chief Financial Officer and Company Secretary.

II. Percentage increase in median remuneration of each directors, CFO, CEO, CS or manager if any in the Financial Year: NIL

III. The percentage increase in the median remuneration of employees in the Financial Year: NIL

IV. The No. of Permanent Employees on the roll of Company: 2

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - No increase in remuneration

VI. Affirmation that the remuneration is as per the remuneration policy of the Company – we affirm that the Company is paying remuneration as per the policy of the company.

(ii) As there were no employees drawing remuneration more than the limit prescribed under rule 5 of Companies (Appointments and Remuneration) Rules, 2014 as amended from time to time, the same information is not provided.

Statement showing the names of the top 10 employees in terms of remuneration drawn shall be provided on request.

21. AUDITORS

(i) Statutory Auditor

M/s. JMT & Associates, Chartered Accountants having Firm registration no. 104167W were appointed as Auditors of the Company in the 35th AGM of the Company held on 30th September 2021 for a term of 5 (Five) consecutive years i.e. upto the conclusion of AGM to be held in the year 2026.

Accordingly, the term of office of M/s. JMT & Associates, Chartered Accountants, as Statutory Auditors of the Company shall conclude at this Annual General Meeting. The Board of Directors places on record its appreciation for the professional services rendered by them during their tenure.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 4th September, 2026, approved the appointment of M/s. Vora & Associates, Chartered Accountants LLP (Firm Registration No. 111612W) as the Statutory Auditors of the Company for a term of five (5) consecutive years commencing from April 1, 2026, to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company, subject to the approval of the Members at the 40th Annual General Meeting.

The audit report of M/s. JMT & Associates, Chartered Accountants on the Financial Statements of the Company for the financial year 2025-26 forms part of this report.

(ii) Secretarial Auditor

M/s. JSD & ASSOCIATES, Practicing Company Secretaries (Membership No. ACS 50447, CP No. 18523) having Peer Review Certificate No.: 3479/2023 were appointed as Secretarial Auditor for the Financial year 2025-26. Secretarial audit report as issued is annexed herewith as **"Annexure II"**.

(iii) Cost Auditor

The appointment of cost auditor is not applicable to the company.

22. DEPOSITS

The Company has not accepted / renewed any deposits during the year and is also not carrying forward any deposits.

23. SIGNIFICANT AND MATERIAL ORDER IMPACTING THE GOING CONCERN STATUS AND COMPANÝ'S OPERATIONS IN FUTURE

No Significant and Material order was passed by any authority during the year under review impacting the going concern status and company's operation in future.

24. INTERNAL FINANCIAL CONTROLS

M/s. A. S. Sureka & Associates Chartered Accountants, Mumbai were re-appointed as the Internal Auditors of the Company for the Financial Year 2025-26. Based on the reports of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthening the controls.

During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

25. VIGIL MECHANISM

The Company has established a vigil mechanism and oversees through the Audit Committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of Employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of Company's employees and the Company. The Vigil Mechanism Policy is available on Company's Website www.omnitex.com.

26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report as per Regulation 34 of SEBI (LODR) Regulations, 2015, is annexed to this Board Report as **“Annexure IV”**.

27. STATEMENT ON COMPLIANCES OF SECRETARIAL STANDARDS:

The Board of Directors have complied with applicable Secretarial Standards as specified u/s. 118 of Companies Act, 2013.

28. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company as on 31st March, 2026 is available on the website of the Company at www.omnitex.com.

29. REPORT ON THE SEXUAL HARRESSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013.

The Company has in place a policy for prevention of Sexual Harassment at the Workplace in line with the requirements of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In terms of section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, we report that, during 2025-26, no case has been reported under the said act.

30. CORPORATE GOVERNANCE REPORT

Corporate Governance provisions as stated in the Regulation 15(2) of SEBI Listing Regulations was not applicable to the Company for the financial year ended March 31, 2025, however, upon increase in comprehensive income of the Company, the Networth of the Company exceeded the threshold limit of Rs. 25 Crores, therefore the compliance with respect to Corporate Governance provisions becomes applicable to the Company. The Company was required to comply with the provisions of 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V within 6 (Six) months from the date it become applicable. Accordingly, the Company has complied with respect to the provisions of Corporate Governance within prescribed timeline as per the provisions of SEBI Listing Regulations. The Company strives to undertake best Corporate Governance practices for enhancing and meeting stakeholders' expectations while continuing to comply with the mandatory provisions of Corporate Governance under the applicable framework of SEBI Listing Regulations. Report on Corporate Governance along with a Certificate received from M/s. JSD & Associates, Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance is annexed herewith as “Annexure V” & “Annexure VI” respectively and forms a part of this Annual Report.

31. UNCLAIMED DIVIDEND AND UNCLAIMED SHARES

1. As at 31st March, 2026 the unclaimed dividend is Rs. 19.29 Lakhs.

2. As at 31st March, 2026 there are no shares to be transferred to the Investor Education & Protection Fund.

32. BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34 of the SEBI Listing Regulations, top one thousand listed entities based on market capitalization (calculated as on March 31 of previous financial year) shall provide Business Responsibility Report for the financial year 2025-26. The Company is outside the top thousand listed entities. In view of this, Business Responsibility Report is not applicable.

33. CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Your Company has in place a Code of Conduct for Prohibition of Insider, which lays down the process for trading in securities of the Company by the Designated Persons and to regulate, monitor and report trading by the employees of the Company either on his / her own behalf or on behalf of any other person, on the basis of Unpublished Price Sensitive Information. The aforementioned amended Code, as amended, is available on the website of the Company.

34. ISSUE OF SHARES ETC.

i The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

ii. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

iii. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

35. GENERAL DISCLOSURE:

i. The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

ii. There are no applications made by or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

iii. During the year under review, there were no instance of one-time settlement with banks or financial institutions and hence the differences in valuation as enumerated under Rule 8(5)(xii) of Companies (Accounts) Rules, 2014, as amended, do not arise.

iv. No Significant orders have been passed by the Regulators, Courts, Tribunals impacting going concern status and status of company's operations in future.

v. During the year under review there are no shares in the demat suspense account or unclaimed suspense account of the Company.

36. LISTING WITH STOCK EXCHANGE:

The Company's Equity Shares are listed at BSE Limited with script code 514324. The Company confirms that it has paid the Annual Listing Fees for the year 2025-26 and 2026-27 to BSE where the Company's Shares are listed.

37. APPRECIATION

The Board of Directors records its grateful thanks to all the stakeholders of the Company for their continued support and co-operation.

On Behalf of the Board of Directors,
For Omnitex Industries (India) Limited

Place: Mumbai	**Bhavik Shah**	**Meghna Gala**
Date: 04th September, 2026	Director	Director
	(DIN 09605363)	(DIN 09152133)

Annexure I

Policy on Directors Appointment and Remuneration of Directors, Key Managerial Personnel and other employees

Introduction

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Appointments and Remuneration Policy (“the policy”).

The objective of the policy is to ensure that right persons are appointed and they are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

Remuneration Policy

Directors

Considering the current financial situation, no remuneration is considered for the office of Directors, other than sitting fees.

However, as and when the situation improves and considered appropriate, the company may adopt the following policy for the office of the Directors.

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole-time Director and other Executive Directors. This will be then be presented for approval to the Board and shareholders. Prior approval of shareholders by way of Special Resolution will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company may pay remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to Whole-time Director. Salary may be paid within the range approved by the Shareholders. Annual increments may be offered, effective 1st April each year, as recommended by the Nomination and Remuneration Committee, and as approved by the Board, within the prescribed ceiling specified under the Companies Act, 2013.

The remuneration to Executive Directors should be determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits should be paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals / Business Executives. Independent Non- Executive Directors receive sitting fees for attending the meeting of the Board. No sitting fees is payable for attending Board Committees. No commission is payable to such Independent Directors.

The remuneration by way of commission paid to the Independent Non-Executive directors is determined periodically & reviewed based on the industry benchmarks.

Key Managerial Personnel and Other Employees

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

Criteria for Board Membership

Directors

The Company shall take into account following points:

- Director must have relevant experience in Finance/ Law/ Management/ Sales/ Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.

- Director should possess the highest personal and professional ethics, integrity and values.

- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.

Independent Director

Independent Director is a director who has no direct or indirect material relationship with the Company or any of its officers, other than as a director or shareholder of the Company.

Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and the LODR 2015.

Annexure II

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 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,
OMNITEX INDUSTRIES (INDIA) LIMITED
Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd.,
Pandit Madan Mohan Malaviya Road, Tardeo,
Tulsiwadi, Mumbai – 400034.

I, Jenish S. Doshi, Proprietor of JSD & Associates, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OMNITEX INDUSTRIES (INDIA) LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 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.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

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

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

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

(4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

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

(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 (Depositories and Participants) Regulations, 2018;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the financial year);

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable during the financial year);

(f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(g) The Securities and Exchange Board of India (Issue and Listing of Securitised Debt Instruments and Security Receipts) Regulations, 2008 (Not applicable during the financial year);

(h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable during the financial year);

(i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable during the financial year);

(j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the financial year); and

(k) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (Not applicable during the financial year).

(6) Other statutes, Acts, Laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

- Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
- Acts as prescribed under Direct Tax and Indirect Tax;
- Stamp Acts and Registration Acts of respective States;
- Labour Welfare Act of respective States; and
- Such other Local laws etc. as may be applicable in respect of various offices of the Company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India, as amended from time to time, and

(ii) The Equity Listing Agreements entered into by the Company with BSE Limited (BSE).

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

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

Adequate notice was given to all the 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 & deliberations at these meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

I 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.

I further report that during the audit period the Company has undertaken the following significant or material corporate events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

1. The Company is party to a securities subscription agreement and shareholders' agreement dated 13th June, 2025 for investment in the share capital of Blue Energy Motors Limited ("Target Company") by subscribing to 1 (one) equity share at a per share price of INR 435.81 (Indian Rupees Four Hundred and Thirty-Five and Eighty One paise) comprising of face value of INR 10 (Indian Rupees Ten) and a premium of INR 425.81 (Indian Rupees Four Hundred and Twenty-Five and Eighty One paise) and 39,00,781 (thirty nine lakh seven hundred and eighty one) compulsorily convertible preference shares at a per share price of INR 435.81 (Indian Rupees Two Four Hundred Thirty Five and Eighty One paise) comprising of face value of INR 10 (Indian Rupees Ten) and a premium of INR 425.81 (Indian Rupees Four Hundred and Twenty-Five and Eighty One paise) each, for an aggregate consideration of up to INR 170,00,00,000 (Indian Rupees One Hundred and Seventy Crore only).

For JSD & ASSOCIATES
Company Secretaries

Jenish S. Doshi
Proprietor
ACS No. – 50447
C. P. No. - 18523
PR No. – 3479/2023

Place: Mumbai
Date: 07/09/2026
UDIN: A050447H001408210

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

'ANNEXURE A'

To,
The Members,
Omnitex Industries (India) Limited
Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd.,
Pandit Madan Mohan Malaviya Road, Tardeo,
Tulsiwadi, Mumbai – 400034.

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on 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 which the management has conducted the affairs of the Company.

For JSD & ASSOCIATES
Company Secretaries

Jenish S. Doshi
Proprietor
ACS No. – 50447
C. P. No. – 18523
PR No. – 3479/2023

Place: Mumbai
Date: 07/09/2026
UDIN: A050447H001408210

Annexure-"III"

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:

SN	Particulars	Details	Details	Details	Details
a.	Name(s) of the related party	Not Applicable	Not Applicable	Not Applicable	Not Applicable
b.	Nature of relationship				
c.	Nature of contracts/arrangements/transactions				
d.	Duration of the contracts/ arrangements/ transactions				
e.	Salient terms of the contracts or arrangements or transactions including the value, if any				
f.	Justification for entering into such contracts or arrangements or transactions				
g.	Date(s) of approval by the Board				
h.	Amount paid as advances, if any:				
i.	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

SN	a.	b.	c.	d.	e.	f.	g.
	Name of Related Party	**Nature of relationship**	**Nature of contracts/arrangements/transactions**	**Duration of the contracts / arrangements/transactions**	**Salient terms of the contracts or arrangements or transactions**	**Date(s) of approval by the Board, if any:**	**Amount paid as advances, if any**
				Nil			

During the financial year ended March 31, 2026 there were no Transactions with related Parties.

Place: Mumbai
Date: 4th September, 2026

On Behalf of the Board of Directors
For Omnitex Industries (India) Limited

Bhavik Shah
Director
DIN: 09605363

Meghna Gala
Director
DIN: 09152133

Annexure IV

MANAGEMENT DISCUSSION AND ANALYSIS

Management discussion and analysis report containing the performance and outlook including the future prospects for the Company is presented herewith.

OVERVIEW

During the year the company's trading business increased to Rs. 421.83 Lakhs from Rs. 318.56 Lakhs in the previous year. Other income has gone up to Rs. 265.24 Lakhs from Rs. 222.65 Lakhs. The company expects that the trading business will face challenges in the coming years.

On the investment front:

The company has invested surplus funds of Rs. 170 Crores in June quarter of FY 2025-26 and acquired 1 Equity Share and 39,00,781 Compulsory Convertible Preference Shares of Blue Energy Motors Limited @ Rs. 435.81 per share. Post acquisition the holding stands at 4.6153% of Blue Energy Motors Limited.

RISKS AND CONCERNS:

The Board of the Company has formed a risk management policy to frame, implement and monitor the risk management plan for the Company. The Board of Directors are responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. In the opinion of Board the rising costs and changing government policies and regulations are the key risk factors of the company.

OPPORTUNITIES/STRENGTH

- Growing Domestic Demand and potential for Exports
- More products can be added to the product range

THREATS

- Intense competition
- Regulatory and environmental compliance challenges
- Cheap Imports

SEGMENT WISE OR PRODUCT-WISE PERFORMANCE:

The company is engaged in single segment. That is trading in fabrics and yarn. And therefore segment wise performance is not applicable

OUTLOOK:

The focus for the forthcoming financial year for the Company will be to improve the trading income.

INTERNAL CONTROL AND SYSTEMS

The Company has adequate internal control procedures commensurate with its size and nature of business. These internal policies ensure efficient use and protection of assets and resources, compliance with policies, statutes and reliability as well as promptness of financial reports.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Sales:

Total income from operations was Rs. 421.83 Lakhs as against last year’s figure of Rs. 318.56 Lakhs.

Profit / (Loss) before Interest, Depreciation, Taxes, Exceptional Items and Impairment Loss on Fixed Assets:

The Company has earned a profit of Rs. 186.80 Lakhs, as against last year’s profit of Rs. 207.67 Lakhs.

Financial Charges:

Financial Charges stands at Rs. Nil as against Rs. Nil in the previous financial year.

Net Profit / (Loss) After Tax:

The Company has earned net profit tax of Rs. 145.11 Lakhs as against Rs. 124.71 Lakhs during the previous year.

Total Comprehensive income:

The Company has total comprehensive income of Rs. 145.11 Lakhs as against Rs. 5,200.83 Lakhs during the previous year.

HUMAN RESOURCES

There are no material developments on the Human Resource Front.

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS ALONG WITH DETAILED EXPLANATIONS THEREFOR

Details of significant changes
in key financial ratios in 2025-26

Particulars	**Numerator**	**Denominator**	**Current year**	**Previous year**	**Variance % (**)**
Current ratio (in time)	Current assets	Current liabilities	3.92	241.07	(98.37)
Debt – Equity	Non-current and current borrowings	Total equity	NA	NA	NA
Debt service coverage	Profit after tax + interest + depreciation	Interest + repayment of long term debts	NA	NA	NA
Return on equity ** (In %)	Profit/(loss) after tax	Average total equity (*)	0.82	0.82	NA
Inventory turnover	Cost of goods sold	Average inventory (*)	NA	NA	NA
Trade receivable turnover (in time)	Revenue from operations	Average trade receivables (*)	4.44	33.02	(86.57)

Trade payable turnover	Total purchases net	Average trade payables (*)	4.25	NA	NA
Net capital turnover	Revenue from operations	Working capital (average current assets – average current liabilities) (*)	0.08	0.06	28.01
Net profit ratio **	Profit / (loss) after tax	Total income	21.12	23.04	(8.34)
Return on capital employed **	EBIT	Average equity + Average debt (*)	1.06	1.37	(22.83)
Return on investment **	Income generated from invested funds	Average invested funds (*)	1.48	2.38	(37.93)

(*) Average = (opening + closing)/2.

(**) Reasons for variation.

(i) The current ratio has improved due to increase in cash and cash equivalents during the year on disposal of shares of Strata Geosystems (India) Private Limited.

(ii) The Company has not borrowed any funds and debts was Rs. NIL in both the years

(iii) Return on Equity has decreased as there was no dividend income and there was no sale of investment property as was the case in the previous year. Profit on sale of shares of Strata Geosystems (India) Private Limited has been routed through OCI.

(iv) The Company did not have any inventory at the end of the financial year or previous year

(v) Trade receivable ratio with revenue from operations increased due to increase in the amount of sales while receivable at the end of the financial year is NIL.

(vi) Trade payable ratio is not applicable since there were no trade payables at the end of financial year or previous year.

(vii) Net profit ratio and return on capital employed decreased due to profit on sale of shares being shown in OCI.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis may be “forward looking statements” and have been issued as required by applicable Securities Laws and Regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results which could be different from that envisaged.

CEO/CFO CERTIFICATE

To
The Audit Committee / Board of Directors
Omnitex Industries (India) Limited
Mumbai

We hereby certify that in the preparation of the accounts for the year ended 31st March, 2026:

(a) We have reviewed Financial Statements and the Cash Flow Statement for the year 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 Indian Accounting Standards (Ind AS), applicable laws and regulations.

(b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation 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 pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, and further state that there were no deficiencies in the design or operation of such internal controls.

(d) We have indicated to the auditors and the Audit Committee.

(i) That there are no significant changes in internal controls over financial reporting during the year.
(ii) That there are no significant changes in accounting policies during the year.
(iii) There have been no 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 over financial reporting.

Shyam Bagrodia	**Deepak Berry**
Managing Director	**Chief Financial Officer**
DIN: 00812394	

Date: 04th September, 2026
Place: Mumbai

Annexure V

CORPORATE GOVERNANCE REPORT

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company considers fair and transparent corporate governance as one of its core management tenets. Corporate Governance may be defined as a set of systems, policies, processes and principles which ensures that a company is governed in the best interest of all the stakeholders. It is the system by which companies are directed, administered, controlled and managed. Good governance is about promoting corporate fairness, transparency and accountability.

We strongly believe in the practice of conducting our business activities in a fair, direct and completely transparent manner that will not only benefit the Company but more importantly will ensure the highest level of accountability and trust for all our stakeholders such as shareholders, our employees and our partners. The timely disclosures, transparent accounting policies and a strong and independent Board go a long way in maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value.

We, continuously strive at improving and adhering to the good governance practice. The Company has adopted best practices mandated in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (hereinafter referred to as the "**SEBI Listing Regulations**").

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of the SEBI Listing Regulations is given below:

BOARD OF DIRECTORS

1) Composition and Category of Directors:

The Company has a balanced Board with combination of Executive and Non-Executive Directors to ensure independent functioning. As at 31st March 2026, the Board of Directors of the Company consists of Four (4) Directors, out of which two (2) are Non-Executive Independent Directors including an Independent Woman Director; one (1) is Non-Executive Non-Independent Director and one (1) is Executive Director, comprising of experts from various fields/professions. The Chairman of the Board, Mr. Bhavik Shah, is Non-Executive Director. The present composition of the Board of Directors of the Company is in accordance with the SEBI Listing Regulations and the Companies Act, 2013 (the "Act") read with applicable Rules made thereunder.

The details of the Board of Directors of the Company as on 31.03.2026 are given below:

Name of Director	Directors Identification No. (DIN)	Category	Designation
Mr. Shyam Brahmadatt Bagrodia	00812394	Executive Director	Managing Director
Mr. Neeraj Gupta	00317395	Non-Executive Non-Independent Director	Director
Mr. Bhavik Ashokkumar Shah	09605363	Non-Executive & Independent Director	Chairman and Director
Mrs. Meghna A. Gala	09152133	Non-Executive & Independent Director	Director

Independent Directors

The Independent Directors of the Company are Non-Executive Directors as defined under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board the Independent Directors fulfil the conditions specified in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. They possess rich and varied experience with skills in critical areas like governance, finance, entrepreneurship, general management etc. As required by Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are listed down in the draft letter of appointment, available on the Company's website at www.omnitex.com. Each Independent Director has been issued formal letter of appointment.

Independent Directors Meeting

During the year under review, a separate meeting of the Independent Directors was held on Tuesday, 10th February, 2026; without the attendance of Non-Independent Directors and Management Personnel. Various matters were discussed by the Independent Directors at the said meeting, including, *inter alia*, matters as prescribed in the Schedule IV of the Act and SEBI Listing Regulations, viz. review of the performance of Non-Independent Directors and the Board as whole, review of the performance of the Chairman, assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

2) Attendance of Directors and Number of other Directorship:

Details of Membership and Attendance of each Director at the Meeting of Board of Directors held during the financial year under review and the last Annual General Meeting and the number of other Directorships and Chairmanship/Membership of Board Committees as on 31st March, 2026 are as follows:

Name of the Director	DIN	Attendance		Position on the Board of other companies as on 31st March 2026		
		Board Meeting	Last Annual General Meeting	Directorship*	Committee Membership **	Committee Chairmanship **
Mr. Shyam Brahmadatt Bagrodia	00812394	3	Not Applicable	1	1	0
Mr. Neeraj Gupta	00317395	7	Present	1	1	0
Mr. Bhavik Ashokkumar Shah	09605363	9	Present	5	3	1

Mrs. Meghna A. Gala	09152133	9	Present	5	9	0

Note:

* Only Public limited companies, (both listed and unlisted) are included in other directorships. Directorships in all other companies including private limited companies (which are not the subsidiary of Public Company), foreign companies and companies under Section 8 of the Act are excluded.

** Chairmanship/Membership of the Audit Committee and the Stakeholders' Relationship Committee are considered for the purpose of committee positions in all public companies, whether listed or not as per SEBI Listing Regulations and it also includes the committees in which a Director holds position as a Chairman.

3) Number of Directorship(s)/ Chairmanship(s)/ Membership(s):

None of the Director of the Company holds directorships in more than Ten (10) public companies. Further, none of them is a member of more than Ten (10) committees or chairman of more than Five (5) committees across all the public companies in which he/she is a director.

Further, none of the Independent Director of the Company is acting as an Independent Director in more than Seven (7) listed companies or acting as whole-time director in more than Three (3) listed companies.

Necessary disclosures regarding directorships and committee positions in other public companies as on 31st March 2026 have been made by all the Directors of the Company.

4) Number of Board Meetings:

The Board met Nine (9) times during the financial year 2025-26 i.e. on 17/04/2025, 13/05/2025, 13/06/2025, 25/07/2025, 28/08/2025, 09/10/2025, 07/11/2025, 14/11/2025 and 10/02/2026. The maximum time gap between Two (2) meetings of the Board did not exceed One Hundred and Twenty (120). The necessary quorum was present for all the meetings.

The Board meets at regular intervals to discuss and decide on business policy of the Company and strategy apart from other Board business. The Board/Committee Meetings are pre-scheduled and tentative dates of the Board and Committee Meetings are informed well in advance to facilitate the Directors to plan their schedule. The agenda is circulated well in advance to the Board Members, along with comprehensive background information on the agenda items to enable the Board to take an informed decision.

5) Details of Directorships in other Listed entities:

Details of the directorships of the Company's Directors in other listed companies as on 31st March 2026 were as under:

Name of Directors	Name of the Listed Company	Category of Directorship
Mrs. Meghna Anup Gala	OMNITEX INDUSTRIES (INDIA) LIMITED	Non-Executive - Independent Director
Mrs. Meghna Anup Gala	MSL Global Limited, (Formerly known as Madhusudan Securities Limited)	Non-Executive – Independent Director

Mrs. Meghna Anup Gala	SEL MANUFACTURING COMPANY LIMITED	Non-Executive – Independent Director
Mrs. Meghna Anup Gala	SIMANDHAR IMPEX LIMITED	Non-Executive – Independent Director
Mr. Bhavik Ashokkumar Shah	MSL Global Limited, (Formerly known as Madhusudan Securities Limited)	Non-Executive – Independent Director
Mr. Bhavik Ashokkumar Shah	Indo Euro Inchem Limited	Non-Executive – Independent Director
Mr. Bhavik Ashokkumar Shah	Gaekwar Mills Limited	Non-Executive – Independent Director
Mr. Bhavik Ashokkumar Shah	Colinz Laboratories Limited	Non-Executive – Independent Director

None of the Directors except above are directors in listed entities.

6) Disclosure of Relationship between directors:

There are no inter-se relationships amongst the Directors.

7) Details of Equity Shares held by Directors:

The numbers of shares held by the Directors in the Company as on 31st March, 2026 were as under:

Sr. No	Name of the Directors	Executive/Non-Executive Director	No. of Shares
1	Mr. Shyam Brahmadatt Bagrodia	Executive Director	0
2	Mr. Neeraj Gupta	Non-Executive Director	0
3	Mr. Bhavik Ashokkumar Shah	Non-Executive Director	0
4	Mrs. Meghna A. Gala	Non-Executive Director	0

8) Familiarization Programme for Independent Directors:

Familiarization Programme for Independent Directors is designed with an aim to make the Independent Directors aware about their roles, responsibilities and liabilities as per the Act, SEBI Listing Regulations and other applicable laws and to get better understanding about the Company, nature of industry in which it operates and environment in which it functions, business model, long term/short term/strategic plans etc. As a part of familiarization programme, the Company makes presentations to the Board Members, *inter alia*, covering business environment, business strategies, operations review, quarterly and annual results, review of Internal Audit Report and action taken, statutory compliance, risk management, operations of subsidiaries, etc.

The details of familiarization programmes are uploaded on website of the Company at www.omnitex.com.

9) Skills/Expertise/Competence Identified by the Board of Directors:

The Board comprises of the qualified members who bring in the required skills, competence and expertise to enable them through effectively contribute in deliberations at Board and Committee Meetings. The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business.

Sr No.	Nature of skill, competence and experience	Name of Directors
1	Industry experience/knowledge	Mr. Shyam Bagrodia
2	Experience and expertise in strategic thinking and planning	Mr. Shyam Bagrodia and Mr. Neeraj Gupta
3	Finance and accounting knowledge and experience	Mr. Shyam Bagrodia, Mr. Neeraj Gupta, Mr. Bhavik Shah and Mrs. Meghna Gala
4	Legal and Regulatory experience and knowledge	Mr. Bhavik Shah and Mrs. Meghna Gala

Note:- Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

COMMITTEES OF THE BOARD

The Board of Directors, at its various meetings, has constituted / re-constituted various committees to discuss upon the delegated work as per their respective charters. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. Minutes of all the Committee Meetings are placed before the Board for noting.

Following Committee(s) are constituted for better and focused attention on various affairs of the Company:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

AUDIT COMMITTEE

An Audit Committee, duly constituted by the Board of Directors has a well-defined composition of members, terms of reference, powers, role and responsibilities in accordance with Section 177 of the Act and applicable Rules thereto and in accordance with Regulation 18 of SEBI Listing Regulations.

As on 31st March 2026, the Audit Committee comprised of Three (3) Members. All the members of the committee are Non-Executive, Independent Directors except Mr. Neeraj Gupta, all of whom are financially literate and possesses accounting and related financial management expertise. The Chairman of the Audit Committee is a Non- Executive Independent Director and had attended last year's Annual General Meeting.

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Act and Regulation 18 of the Listing Regulations, as applicable, besides other terms as referred by the Board of Directors. The Audit Committee mandatorily reviews information such as internal audit reports, management discussion and analysis of financial condition and result of operations, statement of related party transactions and such other matters as prescribed under the Act and Listing Regulations.

Meeting Details:

During the year under review, Audit Committee met Five (5) times in a year viz. on 17/04/2025, 25/07/2025, 14/11/2025 and 10/02/2026.

The maximum time gap between Two (2) meetings of the Committee did not exceed One Hundred and Twenty (120) days. The necessary quorum was present for all the Meetings.

Composition of the Audit Committee and the attendance of each Member at the said Committee Meetings are set out in following table:

Name of Committee Member	Directors Identification No. (DIN)	Designation in the Committee	Category	Number of Meetings attended
Mr. J. Ramakrishnan (upto 9th October, 2025)	02598332	Member	Non-Executive Director	2
Ms. Meghna M Savla	09605363	Member	Non-Executive Independent Director	4
Mr. Bhavik Shah	09152133	Chairperson	Non-Executive Independent Director	4
Mr. Neeraj Gupta (from 9th October, 2025)	00317395	Member	Non-Executive Non-Independent Director	2

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in accordance with Section 178 of the Act and applicable Rules thereto and in accordance with Regulation 19 of SEBI Listing Regulations. As on 31st March, 2026, the Nomination and Remuneration Committee comprised of Three (3) Members, all of whom are Non-Executive Directors with majority of Independent Director. The Chairperson of the Nomination and Remuneration Committee is a Non-Executive Independent Director and had attended last year's Annual General Meeting.

The Nomination and Remuneration Committee of the Company is governed by the terms of reference which are in line with the regulatory requirements mandated by Section 178 of the Companies Act and Regulation 19 of the Listing Regulations. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the nomination and remuneration for the directors, key managerial personnel and senior management; formulation of criteria for evaluation of Non-Executive, Independent Directors and the Board as a whole; devising a policy on diversity of Board of Directors; and identification of persons who are qualified to become directors and who may be appointed in the senior management in accordance with the criteria laid down and recommending to the Board of Directors their appointment, removal and noting their cessation; recommendation on extension or continuation of the terms of appointment of the Non-Executive, Independent Directors; and recommendation to the Board of Directors of all remuneration, in whatever form, payable to the senior management.

Meeting Details:

During the year under review, Nomination and Remuneration Committee met Four (4) time in a year viz. on 13/05/2025, 25/07/2025, 09/10/2025 and 07/11/2025. The necessary quorum was present at the meeting.

Composition of the Nomination and Remuneration Committee and the attendance of each member at the said Committee Meeting is set out in following table:

Name of Committee Member	**Directors Identification No. (DIN)**	**Designation in the Committee**	**Category**	**Number of Meetings attended**
Mr. Durgaprasad Sabnis (upto 7th November, 2025)	06607953	Member	Non-Executive Director	4
Ms. Meghna M Savla	09605363	Member	Non-Executive Independent Director	4
Mr. Bhavik Shah	09152133	Chairperson	Non-Executive Independent Director	4
Mr. Neeraj Gupta (from 7th November, 2025)	00317395	Member	Non-Executive Non-Independent Director	1

Performance evaluation criteria:

The Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of (a) Independent Directors (b) Board of Directors pursuant to Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015. The evaluation of the performance of individual directors (including Independent Directors and Non-Independent Directors) was carried out in a manner as detailed in the Director’s Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is constituted in accordance with Section 178 of the Act and applicable Rules thereto and in accordance with Regulation 20 of SEBI Listing Regulations. As on 31st March 2026, the Stakeholders Relationship Committee comprised of Three (3) Members, majority of whom are Non-Executive Directors. The Chairman of the Stakeholders Relationship Committee is a Non-Executive Independent Director and had attended last year’s Annual General Meeting.

Meeting Details:

During the year under review, Stakeholders Relationship Committee met once (1) in the year viz. on 10/02/2026. The necessary quorum was present at the Meeting.

Name of Committee Member	Directors Identification No. (DIN)	Designation in the Committee	Category	Number of Meeting(s) attended
Mr. Durgaprasad Sabnis (upto 7th November, 2025)	06607953	Chairperson	Non-Executive Director	-
Ms. Meghna M Savla	09605363	Member	Non-Executive Independent Director	1
Mr. J. Ramakrishnan (upto 9th October, 2025)	02598332	Member	Non-Executive Director	-
Mr. Neeraj Gupta (from 7th November, 2025)	00317395	Member	Non-Executive Non-Independent Director	1
Mr. Bhavik Shah (from 7th November, 2025)	09152133	Chairperson	Non-Executive Independent Director	1

The functions and powers of the Stakeholders Relationship Committee includes resolving of investor's complaints pertaining to share transfers, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints, maintaining investor relations etc.

The main objective of Stakeholders Relationship Committee is to ensure effective implementation and monitoring of framework devised to avoid insider trading and abusive self-dealing, ensure effective implementation of whistle blower mechanism offered to all the stakeholders to report any concerns about illegal or unethical practices, consider and resolve the grievances of security holders of the Company, approval of transfer, transmission of shares, and other securities of the Company, issue of duplicate certificates on split, carrying out any other function contained in the SEBI Listing Regulations, as and when amended from time to time.

Status of Investor Grievances during the year 2025-26:

Description of Investors Grievances received during the year	No. of Grievances
Investor Complaints pending at the beginning of the year	0
Investor Complaints received during the year	0
Investor Complaints disposed off during the year	0
Investor Complaints remaining unresolved at the end of the year	0

Contact details of Compliance Officer:

Ms. Darshana Chauhan, Company Secretary

Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd.,

Pandit Madan Mohan Malaviya Road, Tardeo,

Tulsiwadi, Mumbai – 400034.

Tel: +91 96990 74259

Email: cs@omnitex.com

Share Transfer System:

The Company strictly follows mandate laid down by SEBI in respect of dealing with shareholders requests related to transfer of shares.

REMUNERATION OF DIRECTORS

Non – Executive Directors Compensation and Disclosures:

The Non-Executive Independent Directors are only paid sitting fees other than that they are not paid any compensation including the following:

- None of the Non-Executive Independent Directors have any pecuniary relationship with the Company.
- None of the Non-Executive Independent Directors holds any equity shares of the Company.
- None of the Non-Executive Independent Directors hold any convertible instruments in the Company.
- Payment of reimbursement of expenses incurred by Non-Executive Independent Directors for participation in the Board and other meetings of the Company.

Details of remuneration paid to all the Directors for the financial year 2025-26 are as follows:

(Amount in Rs. In lakhs)

Name of the Director	Salary	Allowances, Perquisites and other benefit	Total
Mr. Shyam Bagrodia	9.56	-	9.56
Mr. Neeraj Gupta	-	-	-
Mr. Bhavik Shah	-	-	-
Mrs. Meghna Gala	-	-	-

INVESTORS INFORMATION

General Body Meeting

Details of location, date and time of last three Annual General Meetings and special resolution passed thereat:

Financial Year	Date and Time	Venue	Details of Special Resolution Passed
2022-23	29/09/2023 10:00 a.m.	Banquet Hall, Sher-E-Punjab Gymkhana and Health Club Association, 368/72 Club Premises, Sher-E-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.	No Special Resolution passed
2023-24	30/09/2024 5:00 p.m.	Banquet Hall, Sher-E-Punjab Gymkhana and Health Club Association, 368/72 Club Premises, Sher-E-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.	1. Appointment of Mr. Bhavik Ashokkumar Shah as Non-Executive Independent Director for a term of 5 (five) consecutive years
2024-25	30/09/2025 10:00 a.m.	Banquet Hall, Sher-E-Punjab Gymkhana and Health Club Association, 368/72 Club Premises, Sher-E-Punjab Society, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.	No Special Resolution passed

No Extra Ordinary General Meeting of the Shareholders of the Company was held during the financial year 2025-26.

RESOLUTIONS PASSED BY WAY OF CONDUCTING THE POSTAL BALLOT:

During the year under review, no ordinary/special resolutions were passed through Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014.

MEANS OF COMMUNICATION

The Company has always promptly reported to the stock exchange where the securities of the Company are listed, all the material information including declaration of quarterly, half yearly and annual financial results in the prescribed formats and through press releases.

Financial results were published in “Active Times” and “Mumbai Lakshdeep” as per the requirements of the SEBI Listing Regulations. The said results are also made available on Company’s website at www.omnitex.com and on stock exchange website on www.bseindia.com

Presentation to Institutional Investors / Analysts

No presentations have been made to institutional investors / analysts during the year.

GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting	
Day, Date and Time	Wednesday, 30th September, 2026 at 3.00 p.m.
Venue	Through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”
Financial year	1st April, 2025 to 31st March, 2026
Book Closure Dates	24th September, 2026 to 30th September, 2026
Listing of equity shares at Stock Exchanges	**BSE Limited** Pheeroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001. Tel No:- +91-22-22721233/1234 Fax No:- +91-22-22721919
Stock Codes	BSE – 514324
ISIN No	INE814D01010
Corporate Identification Number (CIN)	L17100MH1987PLC042391

The Annual Listing Fees for the financial year 2026-27 to BSE Limited (BSE) has been paid by the Company within prescribed time.

The Annual Custodian Fees for the financial year 2026-27 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) has been paid by the Company within prescribed time.

REGISTRAR AND SHARE TRANSFER AGENTS

Adroit Corporate Services Private Limited
Add: 18-20, 1st Floor, Plot No. 639,
Makwana Road, Marol, Andheri (East),
Mumbai – 400 059, India.Tel: 022 4227 0400
email: info@adroitcorporate.com Website : www.adroitcorporate.com

DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2026

Shares Holding of Shares	No. of Shareholders	% to Total
1-5000	1925	88.87
5001-10000	89	4.11
10001-20000	49	2.26
20001-30000	31	1.43
30001-40000	14	0.65
40001-50000	9	0.42
50001-100000	16	0.74
100001 and above	33	1.52
Total	**2166**	**100.00**

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2026:

Category	No. of Shares	% of Shares
Promoters & Promoters Group	16,18,002	38.49
Indian Public	10,85,799	25.83
Others	13,174	0.30
NRIs/OCBs/ Foreign Nationals	3,19,085	7.60
Private Corporate Bodies	11,68,040	27.78
Total	**42,04,100**	**100.00**

DEMATERIALISATION OF SHARES AND LIQUIDITY AS ON 31ST MARCH, 2026

The securities of the Company are compulsory traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Approximately Ninety Five percent Equity Share Capital are in dematerialised form as on 31st March 2026.

Break up of Shares in physical and demat form as on 31st March, 2026 is as follows:

	Number of Shares	% of Total number of Shares
Physical Segment	2,02,150	4.81
Demat Segment		
• NSDL	29,84,984	71.00
• CDSL	10,16,966	24.19
Total	**42,04,100**	**100.00**

The Company's Equity Shares are traded on the BSE Limited in dematerialised form.

Under the Depository system, the International Security Identification Number (ISIN) allotted to the Company's shares is INE814D01010.

OUTSTANDING ADRS/GDRS AND OTHER INSTRUMENTS

Your Company has not issued any GDRs/ ADRs/Warrants or any convertible instruments in the past and hence as on 31st March, 2026 there were no outstanding GDRs/ADRs/ Warrants or any convertible instruments.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company does not deal in Commodity and Foreign Exchange and hence the disclosure is not applicable.

ADDRESS FOR GENERAL CORRESPONDENCE

Omnitex Industries (India) Limited

Registered Office:

Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd.,

Pandit Madan Mohan Malaviya Road, Tardeo,

Tulsiwadi, Mumbai – 400 034.

Email: cs@omnitex.com

Web: www.omnitex.com

PLANT LOCATION

Company does not have any manufacturing plant.

CREDIT RATINGS

The Company does not require to obtain a credit rating.

OTHER DISCLOSURES:

1. During the year, there were no transactions of materially significant nature with the Promoters or Directors or the Management or the subsidiaries or relatives etc. that had potential conflict with the interests of the Company at large. A statement of summary of related party transactions is duly disclosed in the Notes to Accounts.

2. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, or any matter related to capital markets, during the last three years:

Quarter/Year end	Regulation of SEBI (LODR) Regulations, 2015	Fine Levied (including GST)	Remarks
December, 2025	Regulation 31A(3)(a) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Non-compliance pertaining to delay in submission of reclassification application to stock exchanges	Rs. 1,41,600 (including GST)	The Management has paid the penalty of Rs. 1,41,600 (including GST) to the stock exchange on 9th January, 2026.

3. The Whistle Blower Mechanism (Vigil Mechanism) in the Company enables all the directors, employees and its stakeholders, to report concerns about unethical behaviour, report for leakage of unpublished price sensitive information, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This mechanism has provided adequate safeguards against victimization of directors/employees of the Company who avail the mechanism and also provide for direct access to the Chairman of the Audit Committee. No personnel are denied access to this mechanism.

The Vigil Mechanism and Whistle Blower Policy has been posted on the website of the Company at www.omnitex.com

4. The Company does not have any subsidiary during the year under review.

5. A policy on materiality of Related Parties and dealings with Related Party Transactions has been formulated by the Board of Directors and has also been uploaded on the website of the Company at www.omnitex.com

   The objective of the Policy is to ensure due and timely identification, approval, disclosure reporting and transparency of transactions between Company and any of its Related Parties in compliance with the applicable laws and regulations, as may be amended from time to time.

6. No treatment different from the Indian Accounting Standards (Ind AS), prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of financial statements.

7. During the year, the Company did not make any public issue, right issue, preferential issue, etc. and hence it did not receive any proceeds from any such issues.

8. Certificate from a Company Secretary in Practice on confirming directors are not debarred or disqualified by SEBI/MCA or any statutory authority is annexed to this Report.

9. During the year, the company has not given any loans and advances to firms/companies in which directors are interested.

10. During the year, there were no complaints filed, disposed or pending relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

11. Disclosure by listed entity related to loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: Not applicable to the Company.

12. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries – Not applicable to the Company.
13. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed – No non-compliance.

GREEN INITIATIVE

As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the annual report, quarterly and half-yearly results, amongst others, to shareholders at their e-mail address previously registered with the DPs and RTAs.

Shareholders who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs.

CEO / CFO CERTIFICATION

Mr. Shyam Bagrodia, Managing Director and Mr. Deepak Berry, Chief Financial Officer of the Company has provided certification on financial reporting and internal controls to the Board as required under Regulation 17(8) of the SEBI Listing Regulations, copy of which is attached to this Report. The Managing Director also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations.

The Company has complied with all the mandatory requirements of Corporate Governance Report as stated under SEBI Listing Regulations.

COMPLIANCE WITH CORPORATE GOVERNANCE MANDATORY REQUIREMENTS

The Company has complied with all the required requirements specified under Regulation 17 to Regulation 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations and the disclosure of the compliance status forms part of this Report. There are no non-compliance of any requirements of Corporate Governance.

COMPLIANCE OF DISCRETIONARY REQUIREMENTS

The Company has adopted the following discretionary requirements stated under Part E of Schedule II of Regulation 27(1) of SEBI Listing Regulations: -

A. Reporting of Internal Auditor

The internal control systems of the Company are routinely tested and verified by Internal Audit Department and significant audit observations and follow-up actions are reported to the Audit Committee.

CODE OF CONDUCT

The Board has laid down a Code of Business Conduct and Ethics for all the Directors, Key Managerial Personnel and Senior Managerial Personnel of the Company in accordance with the requirement under Regulation 17(5) of SEBI Listing Regulations. The Code has also been posted on the website of the Company at www.omnitex.com All the Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed their compliance with the said Code for the Financial Year ending 31st March, 2026.

A declaration to this effect signed by the Managing Director of the Company is provided below in this Report.

In accordance with Schedule IV of the Act, a separate Code of Conduct for the Independent Directors has been adopted by the Company. The said Code states, *inter alia*, the duties, roles and responsibilities of Independent Directors and it has also been posted on the website of the Company at www.omnitex.com.

All Independent Directors have confirmed to the Company that they have adhered to and complied with the said Code for the Financial Year end 31st March, 2026.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

To the best of my knowledge and belief, I hereby affirm that all the Board Members and Senior Management Personnel of the Company have fully complied with the provisions of the code of conduct as laid down by the Company for Directors and Senior Management Personnel during the financial year ended on 31st March, 2026.

Disclosures with respect to demat suspense account/ unclaimed suspense account.

The Company does not have any shares in the demat suspense account or unclaimed suspense account hence not applicable.

For Omnitex Industries (India) Limited

Bhavik Shah
Chairperson
DIN: 09605363

Date: 04.09.2026
Place: Mumbai

Annexure VI

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Omnitex Industries (India) Limited

I have examined the compliance of conditions of Corporate Governance by Omnitex Industries (India) Limited for the period ended 31st March 2026, as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I 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.

For JSD & ASSOCIATES
Company Secretaries

Jenish S. Doshi
Proprietor
ACS No. 50447
C. P. No. – 18523
PR No. – 3479/2023

Place: Mumbai
Date: 07/09/2026
UDIN: A050447H001408221

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Omnitex Industries (India) Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Omnitex Industries (India) Limited having CIN: L17100MH1987PLC042391 and having registered office at Office No. 11, 1st Floor, Tardeo Air Condition Market Co-op. Soc. Ltd., Pandit Madan Mohan Malaviya Road, Tardeo, Tulsiwadi, Mumbai – 400034, produced before me by the Company through digital mode for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to me by the Company, Directors & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, RBI or any such other Statutory Authority.

S. No.	DIN	Name of Director	Date of appointment
1	00812394	Shyam Brahmadatt Bagrodia	09/10/2025
2	00317395	Neeraj Gupta	13/05/2025
3	09605363	Bhavik Ashokkumar Shah	07/08/2024
4	09152133	Meghna Mahendra Savla	27/07/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification through digital mode. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For JSD & ASSOCIATES
Company Secretaries

Jenish S. Doshi
Proprietor
ACS No. – 50447
C. P. No. – 18523
PR No. – 3479/2023

Place: Mumbai
Date: 07/09/2026
UDIN: A050447H001408232

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF OMNITEX INDUSTRIES (INDIA) LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the financial statements of **Omnitex Industries (India) Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, and the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "**the financial statements**").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2026, and of the profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on these 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 financial statements of the current period. These matters were addressed in the context of our audit of the 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 that there are no key audit matters to communicate in our report.

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial

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performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of 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

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and in evaluating the results of our work: and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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. 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-A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. According to the information and explanations given to us, the Company has paid / provided remuneration of Rs. 9.56 lakhs to Mr. Shyam Bagrodia, who was appointed as the Managing Director of the Company with effect from 9th October, 2025. In our opinion, the above remuneration is within the limits prescribed under Section 197 of the Act read with Part II of Schedule V to the Companies Act, 2013. However, the same is subject to approval from the members of the Company in the ensuing Annual General Meeting.

3. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) On the basis of the written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 3.20(1) to the financial statements.

      ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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iii) There were no amounts required to transferred to the Investor Education and Protection Fund by the Company during the year.

iv) The management of the Company has represented to us that to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts:

(a) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity (ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v) The Company has not paid any interim dividend during the year hence our report whether the same was the same was in accordance with the provisions of section 123 of the Companies Act 2013 is not applicable.

vi) Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account 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. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
Membership No. 048639
UDIN: 26048639NDFQDQ7151

Mumbai: 25th May 2026

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OMNITEX INDUSTRIES (INDIA) LIMITED

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in our report of even date to the members of OMNITEX INDUSTRIES (INDIA) LIMITED for the year ended 31st March 2026. We report that:

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

   B. The Company did not own any **intangible assets** during the year hence the requirements to maintain proper records for the same did not apply to the Company.

   (b) Some of the **Property, Plant and Equipment** were physically verified at the end of the financial year by the management in accordance with a phased programme of verification, which in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. No material discrepancies were noticed on such verification.

   (c) According to the records of the Company examined by us and the information and explanations given to us, the Company did not own any immovable properties during the year hence our reporting on the title deeds in the name of the Company are not applicable.

   (d) According to the records of the Company examined by us and the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or intangible assets or both during the year.

   (e) According to the records of the Company examined by us and the information and explanations given to us, no **proceedings** have been initiated or are pending against the Company for holding any **benami property** under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2 (a) Physical verification of inventories has been conducted by the management at reasonable intervals. In our opinion, the coverage and procedure of such verification is appropriate. There were no discrepancies of 10% or more in the aggregate noticed on such verification. There was no inventory held at the close of the financial year.

   (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year hence our comments on the quarterly returns or statements filed by the company with such banks or financial institutions and details thereof are not given.

3 According to the records of the Company examined by us and the information and explanations given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured during the year to companies, firms, Limited Liability Partnerships or any other parties hence sub-clauses (a) to (f) of clause (3) (iii) of the Order are not applicable to the Company.

4 In our opinion and according to the information and explanations given to us, the Company has complied with provisions of Section 186 of the Act in respect of making investments. According to the information and explanations given to us, there are no loans, guarantees and security, in respect of which provisions of section 185 and 186 of the Act are applicable.

5 The Company has not accepted any deposits from the public or received amounts which are deemed to be deposits within the meaning of Section 73 to 76 of the Act and the rules framed there under. We are informed that the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court has not passed any Order.

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6 The maintenance of cost records has not been prescribed for any of the products of the Company under sub-section (1) of section 148 of the Act.

7 (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues, including goods and service tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues as applicable to it. According to the information and explanations given to us, there are no arrears of undisputed amounts payable in respect of above statutory dues which were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no cases of non-deposit with appropriate authorities of disputed statutory dues referred to in sub-clause (a) above.

8. According to the records of the Company examined by us and the information and explanations given to us, the Company has not surrendered or disclosed any transactions not recorded in the books of account as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961), hence clause (3)(viii) of the Order is not applicable to the Company.

9. According to the records of the Company examined by us and the information and explanations given to us:

(a) the Company has not taken any loans or other borrowings during the year hence our reporting on the default in repayment or in the payment of interest thereon to any lender is not applicable.

(b) the company has not been declared wilful defaulter by any bank or financial institution or other lender.

(c) the Company has not taken any term loan hence our reporting on the utilization of the same for the purpose for which the loans were obtained is not applicable.

(d) funds raised on short term basis have not been utilized for long term purposes.

(e) the company does not have any subsidiaries, joint ventures or associate companies hence the question of taking any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures, does not arise.

(f) the company does not have any subsidiaries, joint ventures, or associate companies hence question of raising loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies does not arise.

10. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year, hence the question of application of funds and delays and defaults and subsequent rectification does not arise.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year hence the question of compliance of the requirements of section 42 and section 62 of the Act and use of funds raised does not arise.

11. (a) During the course of our examination of the books of account and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company which were noticed or reported during the year, nor have we been informed of any such instances by the management.

(b) During the year, no report under sub-section (12) of section 143 of the Act in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government has been filed.

(c) According to the records of the Company examined by us and the information and explanations given to us, the Company has not received any whistle-blower complaints during the year.

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12 The Company is not a Nidhi Company hence our comments as required under sub-clauses (a) (b) and (c) of clause 3 (xii) of the Order are not given.

13 In our opinion and according to the records of the Company examined by us and the information and explanations given to us, the transactions entered by the Company during the year with related parties are in compliance with the provisions of Section 177 and 188 of the Act, where applicable and the details thereof have been disclosed in the Financial Statements, etc. as required by the accounting standards.

14 (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

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

15 According to the information and explanations given to us, in our opinion, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year hence provisions of section 192 of Act are not applicable to the Company.

16 According to the information and explanations given to us, in our opinion:

(a) the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

(b) the Company has not conducted any Non- Banking Financial or Housing Finance activities during the year.

(c) the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) In view of comments in sub-clauses (a), (b) and (c) above, the sub-clause (d) of clause 3 (xvi) of the Order is not applicable to the Company.

17 The Company has not incurred any cash losses either in the financial year under report or in the immediately preceding financial year.

18 There has been no resignation of the statutory auditors during the year, hence clause 3 (xviii) of the Order is not applicable to the Company.

19 According to the information and explanations given to us and on the basis of the financial ratios disclosed in Note 3.20 (10) to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, in our opinion, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of our present 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.

20 According to the records of the Company examined by us and the information and explanations given to us, the provisions of Section 135 of the Act relating to CSR activities are not applicable to the Company for the year under report, hence our reporting on transferring the unspent amount in respect of CSR activities other than ongoing project and unspent amount in respect of any ongoing project is not applicable.

For JMT & Associates
Chartered Accountants
(Firm Registration No. 104167W)

Amar Bafna
Partner
Membership No. 048639
UDIN: 26048639NDFQDQ7151

Mumbai: 25th May 2026

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OMNITEX INDUSTRIES (INDIA) LIMITED

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

The Annexure referred to in paragraph 2 (f) under “Report on Other Legal and Regulatory Requirements” in our report of even date to the members of **OMNITEX INDUSTRIES (INDIA) LIMITED** for the year ended 31st March 2026. We report that:

We have audited the internal financial controls over financial statements of **Omnitex Industries (India) Limited** (“the Company”) as of 31st March 2026 in conjunction with our audit of the Ind AS 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 based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India (“the Guidance Note”). 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 Act.

Auditors’ Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, 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 Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements
A company's internal financial control with reference to financial statements 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 with reference to financial statement 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 expenditure of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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Inherent Limitations of Internal Financial Controls with Reference to Financial Statements
Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2026, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For JMT & Associates
Chartered Accountants
(Registration No. 104167W)

Amar Bafna
Partner
Membership No. 048639
UDIN: 26048639NDFQDQ7151

Mumbai: 25th May 2026

OMNITEX INDUSTRIES (INDIA) LIMITED
BALANCE SHEET AS AT 31ST MARCH 2026

Rupees in Lakhs

Particulars	Note	As at 31st March 2026	As at 31st March 2025
ASSETS			
A Non-current assets			
(i) Property, plant and equipment	1.10	0.71	0.26
(ii) Intangible Assets	1.11	0.21	-
(iii) Financial assets			
1) Investments	1.12	17,000.01	7,525.76
2) Others	1.13	3.03	1.97
(v) Deferred tax assets (net)	1.14	7.56	-
Sub-total - Non-Current Assets		**17,011.52**	**7,527.99**
B Current Assets			
(i) Financial assets			
1) Trade receivables	1.15	190.21	-
2) Cash and cash equivalents	1.16	701.32	10,036.49
3) Other balances with Banks	1.16	19.29	19.39
(ii) Other current assets	1.17	11.15	34.31
Sub-total - Current Assets		**921.97**	**10,090.19**
TOTAL - ASSETS		**17,933.49**	**17,618.18**
EQUITY AND LIABILITIES			
A Equity			
(i) Equity Share capital	1.18	423.10	423.10
(ii) Other equity	1.19	17,275.05	17,129.94
Sub-total - Equity		**17,698.15**	**17,553.04**
B LIABILITIES			
Non-current liabilities			
(i) Deferred tax liabilities (net)	1.14	-	23.28
Sub-total - Non-current liabilities		**-**	**23.28**
Current liabilities			
(i) Financial Liabilities			
1) Trade payables	1.20		
a. Total outstanding dues of Micro and Small Enterprises		-	-
b. Total outstanding dues of creditors other than Micro and Small Enterprises		197.93	-
2) Other financial liabilities	1.21	1.29	1.41
(ii) Other current liabilities	1.22	20.36	20.26
(iii) Current tax liabilities (net)	1.23	15.76	20.19
Sub-total - Current liabilities		**235.34**	**41.86**
Sub-total - Liabilities		**235.34**	**65.14**
TOTAL - EQUITY AND LIABILITIES		**17,933.49**	**17,618.18**
MATERIAL ACCOUNTING POLICIES	3.10		
NOTES ON ACCOUNTS	3.20		

For and on behalf of Board of Directors

As per our report of even date
JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Amar Bafna
Partner
Membership No. 048639

Place: Mumbai
Date: 25 May 2026

Shyam Bagrodia
Managing Director (DIN: 00812394)

Bhavik Shah
Director (DIN: 09605363)

Deepak Berry
Chief Financial Officer

Darshana Chauhan
Company Secretary

Place: Mumbai
Date: 25 May 2026

OMNITEX INDUSTRIES (INDIA) LIMITED
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

Rupees in Lakhs Except EPS

Particulars	**Note**	**For the Year ended 31st March 2026**	**For the Year ended 31st March 2025**
Revenue			
Revenues from Operations	2.10	421.83	318.56
Other Income	2.20	265.24	222.65
Total Income		**687.07**	**541.21**
Expenses			
Purchase of Stock in Trade		420.81	314.09
Employee Benefits Expense	2.30	34.33	3.62
Depreciation on Property Plant & Equipment	1.10	0.03	-
Depreciation on Intangible Assets	1.11	0.01	-
Other Expenses	2.40	45.09	15.83
Total Expenses		**500.27**	**333.54**
Profit Before Exceptional and Extra-ordinary Items and Tax		186.80	207.67
Exceptional Items		-	-
Profit Before Extra-ordinary Items and Tax		**186.80**	**207.67**
Extra-ordinary items		-	-
Profit For The Year Before Tax		**186.80**	**207.67**
Tax Expenses			
(a) Current Tax (Refer Note 1.15.3)		69.70	(2,823.83)
(b) Deferred Tax	1.14	(30.84)	2,742.09
(c) Prior Period Adjustment for Taxes		2.83	(1.22)
		41.69	**82.96**
Profit For The Year After Tax	(A)	**145.11**	**124.71**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Change in fair value of equity instruments designated at FVTOCI (Refer Note 1.12.1)		-	4,371.75
(ii) Income tax relating to above (net of rate difference)	1.14	-	704.37
Items that will be reclassified to profit or loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year	(B)	**-**	**5,076.12**
Total Comprehensive Income for the year	(A)+(B)	**145.11**	**5,200.83**
Earning per Share (not annualised for the period)			
(a) Basic		3.45	2.97
(b) Diluted		3.45	2.97
MATERIAL ACCOUNTING POLICIES	3.10		
NOTES ON ACCOUNTS	3.20		

For and on behalf of Board of Directors

As per our report of even date
JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Amar Bafna
Partner
Membership No. 048639

Place: Mumbai
Date: 25 May 2026

Shyam Bagrodia
Managing Director (DIN: 00812394)

Bhavik Shah
Director (DIN: 09605363)

Deepak Berry
Chief Financial Officer

Darshana Chauhan
Company Secretary

Place: Mumbai
Date: 25 May 2026

OMNITEX INDUSTRIES (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

Rupees in Lakhs

	Particulars	For the Year ended 31st March 2026	For the Year ended 31st March 2025
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit Before Taxation	186.80	207.67
	Adjustments for:	-	
	Depreciation for Fixed Assets & Investment Property	0.04	-
	Interest Income	(135.51)	(30.98)
	Amounts written off	0.22	2.56
	Fair value gain on investment in mutual funds	0.00	(96.34)
	Profit / (Loss) on sale of investment in shares and mutual funds / Property	(129.73)	(95.33)
	Profit / (Loss) Property Plant and Equipment Net	-	-
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**(78.18)**	**(12.42)**
	(Increase) / Decrease in Other Non Current Assets	(1.06)	(0.05)
	(Increase) / Decrease in Receivables	(190.21)	26.23
	(Increase) / Decrease in Other Current Assets	(2.20)	1.04
	Increase / (Decrease) in Trade Payables	197.93	-
	Increase / (Decrease) in Other Financial Liabilities	(0.12)	0.20
	Increase / (Decrease) in Other Current Liabilities	0.20	-
	Taxes (Paid)/Refunds	(76.95)	(2,785.15)
	NET CASH FROM / (USED IN) OPERATING ACTIVITIES	**(150.60)**	**(2,770.15)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Proceeds of Buy back of share investment	-	257.06
	Proceeds of Sale of Investment in equity shares / Property	-	20,727.32
	Investment in Mutual Funds	(600.00)	(20,208.00)
	Proceeds of redemption of Mutual fund Investment	8,255.48	13,032.01
	Capital expenditure incurred in relation to sale of Equity Shares	-	(965.57)
	Investment in Compulsory Convertible Preference Shares (Refer Note 1.12.1)	(17,000.00)	-
	Investment in Equity Shares (actual amount Rs. 436/-) (Reer Note 1.12.1)	(0.00)	-
	Purchase of Property, Plant & Equipment and Intangible assets	(0.70)	-
	Interest Received	160.65	6.85
	NET CASH FROM / (USED IN) INVESTING ACTIVITIES	**(9,184.58)**	**12,849.67**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Interim dividend Bank account deposit/(withdrawal)	0.10	(19.39)
	Interim Dividend Paid	(0.10)	(316.94)
	NET CASH FROM / (USED IN) FINANCING ACTIVITIES	**-**	**(336.33)**
	NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(9,335.17)	9,743.19
	CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR (REFER NOTE 1.18)	10,036.49	293.30
	CASH AND CASH EQUIVALENTS AT END OF THE PERIOD / YEAR (REFER NOTE 1.18)*	**701.32**	**10,036.49**
	*** (Includes Other Bank Balance of Rs. Nil (Previous Year Rs. 291.31 lakhs))**		
	MATERIAL ACCOUNTING POLICIES	**3.10**	**3.10**
	NOTES ON ACCOUNTS	**3.20**	**3.20**

As per our report of even date
JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Amar Bafna
Partner
Membership No. 048639

Place: Mumbai
Date: 25 May 2026

For and on behalf of Board of Directors

Shyam Bagrodia
Managing Director (DIN: 00812394)

Bhavik Shah
Director (DIN: 09605363)

Deepak Berry
Chief Financial Officer

Darshana Chauhan
Company Secretary

Place: Mumbai
Date: 25 May 2026

OMNITEX INDUSTRIES (INDIA) LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

Rupees in Lakhs

Particulars	As at 31st March, 2026	As at 31st March, 2025
a. Equity Share Capital		
Opening Balance	423.10	423.10
Add/(Less)Changes During the year	-	-
Closing Balance	**423.10**	**423.10**
b. Securities Premium Account		
Opening Balance	242.48	242.48
Add/(Less)Changes During the year	-	-
Closing Balance	**242.48**	**242.48**
c. General Reserve		
Opening Balance	20.00	-
Add: Set aside this period	-	20.00
Closing Balance	**20.00**	**20.00**
d. Retained Earnings		
Opening Balance	16,867.46	224.60
Add: Net Profit for the year	145.11	124.71
Add: Realised gain on sale of investments in shares from OCI	-	16,874.48
Less: Transfer to General Reserve	-	(20.00)
Less: Interim Dividend for FY 2024-25	-	(336.33)
Closing Balance	**17,012.57**	**16,867.46**
e.Other Comprehensive Income		
Opening Balance	-	11,798.36
Add: Other Comprehensive Income for the year	-	4,371.75
Less: Adjustment of Income tax on the above	-	704.37
Less: Realised gain transferred to Retained Earnings	-	(16,874.48)
Closing Balance	**-**	-
Total	**17,698.15**	**17,553.04**

For and on behalf of Board of Directors

As per our report of even date
JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Amar Bafna
Partner
Membership No. 048639

Place: Mumbai
Date: 25 May 2026

Shyam Bagrodia
Managing Director (DIN: 00812394)

Bhavik Shah
Director (DIN: 09605363)

Deepak Berry
Chief Financial Officer

Darshana Chauhan
Company Secretary

Place: Mumbai
Date: 25 May 2026

OMNITEX INDUSTRIES (INDIA) LIMITED

Notes to and Forming part of the financial statements for the year ended 31st March, 2026

Note 1.10: Property, plant and equipment

Rupees in Lakhs

Particulars	Computers	Office and Other Equipment	Total
Cost or Deemed Cost (Gross Block)			
Balance as at 31st March 2024	-	5.16	5.16
Additions	-	-	-
Deletions/Transfers	-	-	-
Balance as at 31st March 2025	**-**	**5.16**	**5.16**
Additions during the year	0.48	-	0.48
Deletions/Transfers	-	-	-
Closing Balance as at 31st March 2026	**0.48**	**5.16**	**5.64**
Less: Depreciation			
Balance as at 31st March 2024	-	4.90	4.90
Depreciation expense	-	-	-
Deletions/Transfers	-	-	-
Balance as at 31st March 2025	**-**	**4.90**	**4.90**
Depreciation expense	0.03	-	0.03
Deletions/Transfers	-	-	-
Closing Balance as at 31st March 2026	**0.03**	**4.90**	**4.94**
Net Block			
Balance as at 31st March 2025	-	0.26	0.26
Closing Balance as at 31st March 2026	**0.45**	**0.26**	**0.71**

Note 1.11: Intangible Assets

Rupees in Lakhs

Particulars	Softwares	Total
Cost or deemed cost		
Balance as at 31st March 2024	-	-
Additions	-	-
Deletions/Transfers	-	-
Balance as at 31st March 2025	-	-
Additions	0.22	0.22
Deletions/Transfers	-	-
Closing Balance as at 31st March 2026	**0.22**	**0.22**
Depreciation		
Balance as at 31st March 2024	-	-
Depreciation / amortisation expense	-	-
Deletions/Transfers	-	-
Balance as at 31st March 2025	-	-
Depreciation / amortisation expense	0.01	0.01
Deletions/Transfers	-	-
Closing Balance as at 31st March 2026	**0.01**	**0.01**
Carrying amount		
Balance as at 31st March 2025	-	-
Closing Balance as at 31st March 2026	**0.21**	**0.21**

OMNITEX INDUSTRIES (INDIA) LIMITED

Notes to and Forming part of the financial statements for the year ended 31st March, 2026

Note 1.12: Non-Current Assets - Financial Assets - Investments

Particulars	Rupees in Lakhs (Except Par Value) As at 31st March 2026	As at 31st March 2025
Investments in Equity Instruments - Fully paid up		
Unquoted Investments (Carried at fair value through Other Comprehensive Income)		
1 Equity share of Blue Energy Motors Limited (Refere Note 1.12.1)	0.00	-
Face Value of Eq Share is Rs 10 (Actual amount Rs. 436/-)		
Investments in Compulsorily Convertible Preference Shares (CCPS) - Fully paid up		
Unquoted Investments (Carried at fair value through Other Comprehensive Income)		
39,00,781 CCPS of Blue Energy Motors Limited (Refer Note 1.12.1)	17,000.00	-
Face Value of CCPS is Rs 10		
Investments in Mutual Funds (Refer Note 1.12.3)	0.01	7,525.76
	17,000.01	**7,525.76**

Note 1.12.1 The above Equity Share and Compulsory Convertible Preference Shares (CCPS) have been acquired by the Company under Securities Subscription Agreement dated June 13, 2025 (SSA) with the promoter of the Blue Energy Motors Ltd and the Company as a subscriber and another party. The terms and rights attached to these Securities allotted to the Company under this Agreement are as follows:

(a) Each CCPS shall be a cumulative, mandatorily and fully convertible preference share. (b) Each CCPS will have a par value of INR 10/-. (c)The CCPS will be transferable in the manner specified in the SSA and Articles of Association of the Company. (d) The Company is entitled to preferential dividend at the rate of 0.001 % per year for each CCPS till such time that the CCPS are outstanding (e) The CCPS are participating preference shares and are entitled to participate in any dividend distribution to holders of Equity Shares on a Fully Diluted Basis. (f) The CCPS shall be converted on the occurrence of the earlier of: (i) at the option of the CCPS holder and/or automatically as required under Applicable Law, prior to filing of a red herring prospectus in connection with an initial public offering or IPO in terms of this Agreement; (ii) at any time at the option of the holders of the CCPS; or (iii) automatically on the expiry of 20 years from the date of issuance.(iv) upon conversion, the holders of the CCPS shall be issued fully paid up Equity Shares, which Equity Shares shall rank *pari passu* with all other Equity Shares existing at the point in time and the holders of the CCPS will not be required at the time of conversion of such CCPS into Equity Shares, to pay any amounts to the Company towards such Equity Shares.(vi) Each CCPS shall be compulsorily convertible into Equity Shares and shall not be redeemable. (vii) subject to any adjustments set out in the SSA as amended from time to time, the conversion ratio for the CCPS shall be 1:1 i.e. 1 CCPS shall convert into 1 Equity Share. (viii) The conversion price of the CCPS shall be the Issue Price subject to any adjustments as required under the terms the SSA. (g) The holders of CCPS shall be entitled to the cumulative benefit of all adjustments referred to herein.

Note 1.12.2 In the previous year: (i) The Company held 745,098 equity shares in Strata Geosystems (India) Private Limited, (SGIPL) which were acquired at a cost of Rs. 323.31 lakhs in earlier years. In accordance with the accounting policy followed by the Company, these shares have been fair valued through Other Comprehensive Income. During the first quarter of FY 2024-25, the Company surrendered 12,241 equity shares out of the above holding to the said company pursuant to exercise of buy-back option at a price of Rs. 2,100/- per share in terms of Letter of Offer dated 1st April, 2024 against receipt of buyback proceeds of Rs. 257.06 lakhs on 25th April 2024. Under the buyback process, 12,241 shares had been cancelled by SGIPL.

(ii) In respect of the balance 7,32,857 equity shares in SGIPL post buy-back referred to above., the Company entered into Share Subscription and Purchase Agreement, (SSPA) on 20th December 2024,with an investor for sale of its entire holding of equity shares in SGIPL for a consideration of Rs. 2,828.29 per equity share aggregating to Rs. 20,727.32 lakhs. The transfer of shares under the said SSPA was subject to certain conditions, which have been completed by the parties and the sale proceed of Rs. 20,727. 32 lakhs has been fully realised and the shares have been transferred to the investor in February, 2025.

Contd…..

OMNITEX INDUSTRIES (INDIA) LIMITED

Notes to and Forming part of the financial statements for the year ended 31st March, 2026

Note 1.12: Non-Current Assets - Financial Assets - Investments - Contd..

Note 1.12.3 Investments in Mutual Funds — **Rupees in Lakhs**

Scrip Name	Units	Fair Value as at 31st March 2026	Units	Fair Value as at 31st March 2025
Kotak Equity Arbitrage Fund - Regular Plan - Gr	-	-	9,66,827.78	356.62
Kotak Liquid Fund -Regular Plan - Gr.	0.22	0.01	0.22	0.01
Edelweiss Liquid Fund - Regular plan -Gr.	-	-	15.40	0.51
Bandhan Liquid Fund - Regular plan -Gr.	-	-	32.59	1.01
HDFC Liquid Fund - Regular Plan - Gr.	-	-	1,501.82	75.69
Invesco India Liquid Fund - Regular Plan - Gr. (LF-SG)	-	-	482.03	17.02
Kotak Liquid Fund - Regular Plan -Gr.	-	-	1,458.28	75.71
SBI Liquid Fund - Regular Plan -Gr.	-	-	636.36	25.56
Edelweiss Arbitrage Fund - Regular plan -Gr.	-	-	2,648.79	0.51
HDFC Arbitrage Fund Wholesale Plan - Regular Plan - Gr.	-	-	1,00,51,751.60	3,031.86
Invesco India Arbitrage Fund - Regular Plan - Gr. (AF-GP)	-	-	77,17,325.96	2,424.31
Kotak Equity Arbitrage Fund - Regular Plan -Gr.	-	-	1,370.70	0.51
SBI Arbitrage Opportunities Fund - Regular Plan - Gr	-	-	45,59,714.40	1,516.44
Total		**0.01**		**7,525.76**

Note 1.13: Non-Current Assets - Financial Assets - Others

Particulars	Rupees in Lakhs As at 31st March 2026	As at 31st March 2025
Deposit with Court [Refer Note 3.20 (1)]	1.92	1.92
Deposit - Others	1.00	-
Prepaid Expenses	0.11	0.05
Total	**3.03**	**1.97**

OMNITEX INDUSTRIES (INDIA) LIMITED

Notes to and Forming part of the financial statements for the year ended 31st March, 2026

Note 1.15: Current Assets - Financial Assets - Trade receivables

Particulars	As at 31st March 2026	As at 31st March 2025
	Rupees in Lakhs	
Undisputed Trade Receivables - considered good (see note below)	190.21	-
Total	**190.21**	**-**

Note: Refer Note 3.20 (5 (i)) for aging schedule

Note 1.16: Current Assets - Financial Assets - Cash and cash equivalents

Particulars	As at 31st March 2026	As at 31st March 2025
	Rupees in Lakhs	
A. Cash and cash equivalent:		
a. Balances with banks		
In current accounts	701.28	6.46
In term deposit accounts (with maturity period of less than 3 months)	-	10,030.00
b. Cash on hand	0.04	0.03
	701.32	**10,036.49**
B. Other bank balances		
a.In Fixed Deposit Accounts (maturity > 3 months but < 12 months)	-	-
b.Unpaid Dividend Bank Account	19.29	19.39
Total	**720.61**	**10,055.88**

Note 1.17: Current Assets - Other current assets

Particulars	As at 31st March 2026	As at 31st March 2025
	Rupees in Lakhs	
Interest Receivable	-	25.14
Prepaid Expenses	0.23	0.16
Advances to Creditors	-	1.26
Other Receivables	10.92	7.75
Total	**11.15**	**34.31**

OMNITEX INDUSTRIES (INDIA) LIMITED
Notes to and Forming part of the financial statements for the year ended 31st March, 2026

Note 1.14: Non-Current Assets - Deferred tax Liabilities / Assets (net)

Particulars	Rupees in Lakhs	
	As at 31st March 2026	As at 31st March 2025
Analysis of Deferred tax liabilities presented in the balance sheet		
Deferred tax liabilities	0.06	26.28
Deferred tax assets	(7.62)	(3.00)
Deferred tax liabilities /(assets) (net)		
Total	**(7.56)**	**23.28**

Note 1.14.1 Movement in Deferred tax Liabilities / Assets (net) during the year

Particulars	Rupees in Lakhs			
	Opening balance	Recognised in Statement of profit and loss	Recognised in OCI	Closing balance
Year ended 31st March, 2026				
Fair value gain/loss for the year on investment in mutual funds	26.28	(26.28)	-	0.00
WDV of Fixed Assets	-	0.06	-	0.06
Unabsorbed depreciation loss / business loss	(3.00)	(4.62)	-	(7.62)
Net Liabilities	**23.28**	**(30.84)**	**-**	**(7.56)**

Particulars	Rupees in Lakhs			
	Opening balance	Recognised in Statement of profit and loss	Recognised in OCI	Closing balance
Year ended 31st March, 2025				
Fair value gain/loss for the year on investment in equity shares through OCI	3,500.34	(2,795.97)	(704.37)	-
Fair value gain/loss for the year on investment in mutual funds	2.04	24.24	-	26.28
Loss under long term capital gain	(21.11)	21.11	-	-
Unabsorbed depreciation loss / business loss	(11.53)	8.53	-	(3.00)
Net Liabilities	**3,469.73**	**(2,742.09)**	**(704.37)**	**23.28**

1.14.2 Reconciliation of effective tax rate

Particulars	Rupees in Lakhs	
	As at 31st March 2026	As at 31st March 2025
Tax rate	25.168%	25.168%
Profit before tax	186.80	207.67
Tax using the Company's statutory tax rate	47.01	52.27
Add:(Less) tax effect of:		
Depreciation	(0.04)	-
Tax effect on long term capital gain on sale of Mutual Funds	(5.32)	
Reduction in tax on account of Fair value of mutual funds not taxable	(0.00)	(24.25)
Tax Effect on short term gain on sale of Arbitrage funds	(4.12)	(0.16)
Deferred Tax effect on losses of earlier years	-	53.88
Adjustment of Capital Gain as per books and Income tax	7.51	-
Adjustment for disallowance of exenses	(0.51)	
Current tax provision for earlier year	(2.83)	1.22
Tax Expense for the year	**41.69**	**82.96**

1.14.3 :Current tax

The current tax liability for the previous year on the total income including the long term capital gain on sale of equity shares is Rs. 2,823.83 lakhs against which the Company has paid an amount of Rs. 2,803.64 lakhs by way of advance tax and TDS/TCS during previous year. Deferred tax liability was provided on the fair valuation of equity shares in the earlier year with reference to the income tax tate prevailing in the earlier year which has been reduced in the previous year. An adjustment for the excess deferred tax liability has been made in the Other Comprehensive Income during the previous year ended 31st March,2025.

OMNITEX INDUSTRIES (INDIA) LIMITED

Notes to and Forming part of the financial statements for the year ended 31st March, 2026

Note 1.18: Equity Share capital — Rupees in Lakhs (except Par Value)

Particulars	Number of Shares	Equity Share Capital Rupees in Lakhs (Except Par Value)
As at 31st March 2025		
Equity Shares of Rs. 10 Each		
Authorised	50,00,000	500.00
Issued	42,58,000	425.80
Subscribed and fully paid up	42,04,100	420.41
Forfeited and not fully paid up	53,900	2.69
Total		**423.10**
As at 31st March, 2026		
Equity Shares of Rs. 10 Each		
Authorised	50,00,000	500.00
Issued	42,58,000	425.80
Subscribed and fully paid up	42,04,100	420.41
Forfeited and not fully paid up	53,900	2.69
Total		**423.10**

NOTE 1.18 A Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	2025-26		2024-25	
	Equity Shares		Equity Shares	
	Number	Rupees in Lakhs	Number	Rupees in Lakhs
Shares outstanding at the beginning of the year	42,04,100	420.41	42,04,100	420.41
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	**42,04,100**	**420.41**	**42,04,100**	**420.41**

Note 1.18 B Rights, Preferences and restrictions attached to shares

The Company has only one class of Equity Shares, having par value of Rs. 10/- per share. Each Shareholder is eligible for one vote per share held.

Dividend if proposed by the Board of Directors will be subject to the approval of the Shareholders in the ensuing Annual General Meeting except in case of Interim Dividend.

In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Note 1.18 C Disclosure pursuant to Note no. 6(D)(I)(f) of Part I of Schedule III to the Companies Act, 2013

Particulars	No of Equity Shares	
	As at 31st March 2026	As at 31st March 2025
Shares in respect of each class of the Company held by:		
(a) Holding Company	N.A.	N.A.
(b) Ultimate Holding Company	N.A.	N.A.
(c)Subsidiary or Associates of the Holding Company	N.A.	N.A.
(d)Subsidiary or Associates of the Ultimate Holding Company	N.A.	N.A.

NOTE 1.18 D Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	As at 31st March 2026		As at 31st March 2025	
	No of Shares Held	% of Holding	No of Shares Held	% of Holding
Mr. Ashok M Bhawnani	9,23,676	21.97	9,25,380	22.01
Mr. Gul Ramchand Advani	5,15,683	12.27	5,15,683	12.27
Mrs. Manorma N Dalmia	-	-	2,44,282	5.81
Mr. Narendra Dalmia	-	-	6,46,720	15.38
Mr. Gautam Dalmia	18,980	0.45	2,46,165	5.86
M/s. Piramal Nextgen Industries Private Limited	1,28,866	3.07	1,30,869	3.11

OMNITEX INDUSTRIES (INDIA) LIMITED

Notes to and Forming part of the financial statements for the year ended 31st March, 2026

Note 1.18 E Other Details

Particulars	Aggregate no of shares for the year ended	
	As at 31st March 2026	As at 31st March 2025
Equity Shares		
Fully paid up pursuant to contract(s) without payment being received in cash	N.A.	N.A.
Fully paid up by way of Bonus Shares	N.A.	N.A.
Shares Bought Back	N.A.	N.A.
Preference Shares		
Fully paid up pursuant to contract(s) without payment being received in cash	N.A.	N.A.
Fully paid up by way of Bonus Shares	N.A.	N.A.
Shares Bought Back	N.A.	N.A.

NOTE 1.18 F Details of shares held by promoters in the company

Name of Promoter		As at 31st March 2026		As at 31st March 2025	
		No of Shares Held	% of Holding	No of Shares Held	% of Holding
Mr. Ashok M Bhawnani		9,23,676	21.97	9,25,380	22.01
[% changed ruing the year - (0.18%) {Prev. Year Nil)					
Mr. Gul Ramchand Advani	(*)	5,15,683	12.27	5,15,683	12.27
[% changed ruing the year - (Nil) {Prev. Year Nil)					
Mrs. Manorma N Dalmia	(**)	-	-	2,44,282	5.81
[% changed ruing the year - (100%) {Prev. Year Nil)					
Mr. Narendra Dalmia	(**)	-	-	6,46,720	15.38
[% changed ruing the year - (100%) {Prev. Year Nil)					
Mr. Gautam Dalmia	(**)	18,980	0.45	2,46,165	5.86
[% changed ruing the year - (92.29%) {Prev. Year (4.70%))					
M/s. Sun-n-Sand Investments & Finance Co. Pvt Ltd	(*)	1,58,663	3.77	1,58,663	3.77
[% changed ruing the year - (Nil) {Prev. Year Nil)					
M/s. Sun-n-Sand Hotels Pvt. Ltd.	(*)	1,000	0.02	1,000	0.02
[% changed ruing the year - (Nil) {Prev. Year Nil)					
Mrs. Sangeeta Dalmia	(**)	-	-	4,750	0.11
[% changed ruing the year - (100%) {Prev. Year 313.04%)					

(*) Part of Promoter Group

(**) Reclassified from promoter and promoter group to Non-Promoter (Public) w.e.f 18 December 2025

Note 1.19: Other equity

Rupees in Lakhs

Particulars	As at 31st March 2026	As at 31st March 2025
a. Securities Premium Account		
Opening Balance	242.48	242.48
Add/(Less)Changes During the year	-	-
Closing Balance	**242.48**	**242.48**
b. General Reserve		
Opening Balance	20.00	-
Add: Transfer from Retained Earnings	-	20.00
Closing Balance	**20.00**	**20.00**
C. Retained Earnings		
Opening Balance	16,867.46	224.60
Add: Net Profit for the year	145.11	124.71
Add: Realised gain on sale of investments in equity shares from OCI (net of tax)	-	16,874.48
Less: Transfer to General Reserve	-	(20.00)
Less: Interim Dividend for FY 2024-25	-	(336.33)
Closing Balance	**17,012.57**	**16,867.46**
d.Other Comprehensive Income		
Opening Balance	-	11,798.36
Add: Other Comprehensive Income for the year (Net of Tax)	-	5,076.12
Less: Realised gain on sale of investments in equity shares transferred to Retained Earnings(net)	-	(16,874.48)
Closing Balance	**-**	**-**
Total	**17,275.05**	**17,129.94**

OMNITEX INDUSTRIES (INDIA) LIMITED
Notes to and Forming part of the financial statements for the year ended March 31, 2026

Note 1.20: Current liabilities - Financial Liabilities - Trade payables

Particulars	Rupees in Lakhs	
	As at 31st March 2026	As at 31st March 2025
Sundry Creditors - Undisputed		
a. Total outstanding dues of Micro and Small Enterprises	-	-
b. Total outstanding dues of creditors other than Micro and Small Enterprises	197.93	-
Total	**197.93**	**-**

Note: The above trade payable is due for less than 6 Months

Note 1.21: Current liabilities - Financial Liabilities - Other Financial Liabilities

Particulars	Rupees in Lakhs	
	As at 31st March 2026	As at 31st March 2025
Outstanding Liability for Expenses	1.29	1.41
Total	**1.29**	**1.41**

Note 1.22: Current liabilities - Other Current Liabilities

Particulars	Rupees in Lakhs	
	As at 31st March 2026	As at 31st March 2025
Unpaid Interim Dividend	19.29	19.39
Other amounts due	0.87	0.87
Statutory Liabilities	0.20	-
Total	**20.36**	**20.26**

Note 1.23: Current Tax Liabilities

Particulars	Rupees in Lakhs	
	As at 31st March 2026	As at 31st March 2025
Provision for tax (net)	15.76	20.19
Total	**15.76**	**20.19**

OMNITEX INDUSTRIES (INDIA) LIMITED
Notes to and Forming part of the financial statements for the year ended 31st March, 2026

NOTE 2.10: Revenues from Operations **Rupees in Lakhs**

Revenue from operations	For the year ended 31st March 2026	For the year ended 31st March 2025
Sale of products	421.83	318.56
Total	**421.83**	**318.56**

NOTE 2.20: Other Income **Rupees in Lakhs**

Other Income	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest Income	**135.51**	30.98
Capital Gain on Mutual Fund Investments	**129.73**	95.33
Fair Value Gain / Loss on Mutual Fund Investments (net) (Actual amount Rs. 64/-)	**0.00**	96.34
Total	**265.24**	**222.65**

NOTE 2.30: Employee Benefits Expense **Rupees in Lakhs**

Employee Benefits Expense	For the year ended 31st March 2026	For the year ended 31st March 2025
Salaries and Wages (Note 2.30.1)	34.33	3.62
Total	**34.33**	**3.62**

2.30.1 Salaries and wages include Managerial remuneration of Rs.9.56 lakhs (Prev. Year Rs. Nil) which has been paid/provided to Mr. Shyam Bagrodia, who was appointed as Managing Director of the Company with effect from 9 October, 2025. The said remuneration is subject to approval of the members pursuant to Section 197 read with Schedule V to the Companies Act, 2013. Necessary approval is being obtained at the ensuing General Meeting. Pending such approval, the remuneration has been accounted for as managerial remuneration.

NOTE 2.40: Other Expenses **Rupees in Lakhs**

Other expenses	For the year ended 31st March 2026	For the year ended 31st March 2025
Rates and Taxes	**1.56**	0.69
Travelling and Conveyance	**0.05**	0.05
Communication Expenses	**0.36**	0.34
Legal and Professional Fees	**14.25**	3.02
Printing and Stationery	**0.40**	0.42
Advertisement Expenses	**0.46**	0.43
Director's Sitting Fees	**1.40**	1.63
Payment to Auditors:		-
a. for statutory audit	**0.70**	0.85
b. for other services - special purpose audit fees	**-**	0.50
c. for other services - Limited Review Fees	**0.30**	0.15
Listing Fees	**4.01**	3.53
Interest on delayed statutory dues	**0.06**	0.59
Penalty	**1.20**	-
Membership Fees	**0.09**	-
Miscellaneous Expenses	**20.24**	3.63
Total	**45.09**	**15.83**

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Sitting Fees to Directors	1.40	1.63
Total	**1.40**	**1.63**

OMNITEX INDUSTRIES (INDIA) LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

NOTE – “3.10”

CORPORATE INFORMATION AND STATEMENT OF MATERIAL ACCOUNTING POLICY INFORMATION

1. Corporate Information

Omnitex Industries (India) Limited (“the Company”) is a listed public limited company incorporated on 30th January, 1987 under **CIN L17100MH1987PLC042391** under the provisions of the Companies Act, 1956. Company’s shares are listed on Bombay Stock Exchange. The Company is presently engaged in trading of fabrics, yarn and Metals.

The financial statements were approved by the Board of Directors and authorized for issue on 25th May 2026.

2. Basis of Preparation and Measurement

A) Basis of Preparation

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 to the Companies Act, 2013.

B) Basis of Measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. All assets and liabilities are classified into current and non-current generally based on the nature of product/ activities of the Company and the normal time between acquisition of assets/liabilities and their realisation / settlement in cash or cash equivalent. The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3. Valuation of Inventories:

Inventories are valued at Lower of Cost and Net Realisable Value. Cost comprises all cost of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition. The cost is arrived at on First In First Out (FIFO) basis. Due allowance is estimated and made for defective and obsolete items, wherever considered necessary.

4. Property, Plant and Equipment:

- Property, plant and equipment are stated at historical cost less depreciation and impairment loss, if any.

- Historical cost includes expenditure that is directly attributable to the acquisition of the items.

- Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, 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.

- All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred

5. Investment Property:

- Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property.

- Investment property is measured initially at its cost, including related transaction costs and borrowing costs where applicable.

- Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

- All other repairs and maintenance costs are expensed when incurred.

- Investment properties are depreciated using the straight line method over their estimated useful lives which is 60 years.

6. Accounting for Investments

- The Company classifies its investments at initial recognition based on the business model for managing the investments and their contractual cash flow characteristics.

- All investments are initially recognized at fair value.

- Transaction Costs: For investments not classified at Fair Value Through Profit or Loss (FVTPL), transaction costs that are directly attributable to the acquisition are added to the fair value.

- FVTPL Assets: Transaction costs for investments carried at FVTPL are expensed directly in the Statement of Profit and Loss.

7. **Impairment of assets:**

- At each balance sheet date, the Company reviews the carrying value of assets for any possible impairment.

- An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

- The recoverable amount is determined as higher of the asset's fair value less costs of disposal and value in use.

- For the purpose of assessing impairment, assets are grouped at the levels for which there are separately identifiable cash flows (cash generating unit). Assessment is done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting period may no longer exist or may have decreased, and in such cases the impairment loss is reversed to that extent.

8. **Financial Assets / Liabilities:**

A. Financial Assets

Initial recognition and measurement

- All financial assets are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset, except in the case of financial assets not recorded at fair value through profit or loss.

- Transaction costs of financial assets carried at fair value through profit or loss are expensed through the Statement of Profit and Loss.

Subsequent measurement

- For purposes of subsequent measurement, the Company classifies its financial assets in the following measurement categories:

  - those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

  - those measured at amortized cost.

- The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and Loss or other comprehensive income.

- For investments in debt instruments, this will depend on the business model in which the investment is held.

- For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. Fair value of the unquoted shares is determined based on the income approach or the comparable market approach. For these unquoted investments categorized under Level 3, their respective cost is considered as an appropriate estimate of fair value if wide range of possible fair value measurement exists and cost represents the best estimate of fair value within that range.

Derecognition

- A financial asset is derecognized only when the rights to receive cash flows from the financial asset have expired, or the Company has transferred its rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows to one or more recipient.

- Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized.

- Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

- Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

B. Financial Liabilities

- Classification as liability or equity
  Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

- Initial recognition and measurement
  Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified at fair value through profit or loss.

- Subsequent measurement
  Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

- Derecognition
  A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

9. **Borrowing Costs:**

- General and Specific Borrowing Costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use.

- Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use.

- All other borrowing costs are expensed in the period in which they are incurred.

10. Depreciation:

- Depreciation is calculated using the Straight Line Method to allocate cost, net of estimated residual value over its estimated useful life.

- The useful lives and residual values are as prescribed under Schedule II to the Companies Act, 2013.

- Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

11. Foreign Currency Transactions:

- Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

- Realized gains and losses on settlement of foreign currency transactions are recognized in the Statement of Profit and Loss.

- Foreign currency denominated monetary assets and liabilities at the year end are translated at the year-end exchange rates, and the resultant exchange difference is recognized in the Statement of Profit and Loss.

- Non-monetary foreign currency items are carried at cost.

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12. Revenue Recognition:

- Revenue from sale of goods is recognized when all significant risk and rewards in the ownership of the goods are transferred to the buyer and it is probable that the future economic benefit will flow to the entity as per the terms of the contract, which usually co-inside with the delivery of the goods.
- Revenue from sale of goods is recognized in the Statement of Profit and Loss, net of returns, Trade Discounts, Goods and Services Tax and other taxes as may be applicable.

- Interest income from a financial asset is recognized 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 time basis, by reference to the principal outstanding and at the effective interest rate applicable.
- Dividend income from investments is recognized when the right to receive dividend has been established.

13. Employee Benefits:

Short Term Employee Benefits

Liabilities for salaries, wages and other benefits including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefits obligations in the Balance Sheet.

Long Term Employee Benefits

Defined Contribution Plans

Contribution to defined contribution plans such as Provident Fund where applicable, are charged to the Statement of Profit and Loss as incurred, as the Company has no further obligation beyond making these contributions.

14. Taxation:

- Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with prevailing income tax law.

- Deferred tax is recognized for all the temporary differences by using the liability method, only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

- Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

- At each Balance Sheet date, the Company reassesses unrecognized deferred tax assets, if any.

15. Provisions

- The Company recognizes a provision when there is a present legal or constructive obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

- Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

16. Contingent Liabilities and Contingent Assets

- A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

- Contingent Assets are neither recognized nor disclosed in the financial statements.

17. Earnings Per share

Basic Earnings per Share

Basic earnings per share is calculated by dividing:

The profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

Diluted Earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

18. Recent accounting pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2026, MCA has notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, Ind AS 1 – Presentation of Financial Statements, Ind AS 7 – Statement of Cash

Flows, Ind AS 107 – Financial Instruments: Disclosures and Ind AS 12, International Tax Reform – Pillar Two Model Rules. The Company has reviewed the new pronouncements and based on its evaluation given necessary impact (including additional disclosures) as applicable

19. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been disclosed in Rupees in Lakhs rounded off to two decimals as per the requirement of Schedule III, unless otherwise stated.

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OMNITEX INDUSTRIES (INDIA) LIMITED

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

NOTE – "3.20"

1.

Particulars	2025-26 Rupees in Lakhs	2024-25 Rupees in Lakhs
Contingent Liabilities not provided for in respect of:		
Liability in respect of an award of the Labour Court which has been deposited in court pending disposal of the case	**1.92**	1.92

2. **Related Party Transactions Disclosure:**

a. Name of Related Parties and Related Party Relationship

I. Directors and Key Managerial Personnel

- **Non-Independent Directors: (Non-Executive)**

Mr. Ashok Bhawnani (resigned w.e.f. 7th November, 2025)
Mr. Durgaprasad S Sabnis (resigned w.e.f. 7th November, 2025)
Mr. J Ramakrishnan (resigned w.e.f. 9th October, 2025)
Mr. Neeraj Gupta (appointed w.e.f. 13th May, 2025)

- **Independen Directors (Non-Executiva):**

Ms. Meghna Mahendra Savla
Mr. Bhavik Ashokkumar Shah

- **Key Managerial Personnel**

Mr. Narendra Dalmia – Chairman & Managing Director (resigned w.e.f. 13th May, 2025)
Mr. Shyam Brahmadatt Bagrodia – Managing Director (appointed w.e.f. 9th October, 2025)
Mr. Deepak Berry – Chief Financial Officer (CFO) (appointed w.e.f. 7th November, 2025)
Mr. Kusshal Ambbala - Chief Financial Officer (CFO) (resigned w.e.f. 7th November, 2025)
Mr. Chaitanya Kulkarni – Company Secretary and Compliance Officer (CS) (resigned w.e.f. 23rd January, 2026)

II. Entity in which some directors of the Company were shareholders and directors:

Strata Geosystems (India) Private Limited
Also refer Note 1.12.2.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

b. Transactions with M/s. Strata Geosystems (India) Private Limited: (Note 1 below)

Rupees in Lakhs

Transaction	**Opening Balance as at 1st April 2025**	**Amount Invested During the year**	**Amount disinvested during the year**	**Closing Balance as at 31st March 2026**
Investments in Share Capital (cost)	Nil (323.31)	Nil (Nil)	Nil (323.31)	**NIL** (NIL)
Other Transactions with M/s Strata Geosystems (India) Private Limited				**Rupees in Lakhs**
Dividend received on share investment				Nil (**Nil**)
Reimbursement of expenses relating to sale of share investments				**Nil** (343.63)
Reimbursement for expenses				**Nil** (Nil)
Payment of GST on deemed Supply				**Nil** (0.22)
Amount payable / receivable at the year end				**Nil** (Nil)

Note 1: The entire investment of Rs. 323.31 lakhs held by the Company in equity shares in Strata Geosystems (India) Private Limited was disposed on in the previous year.

***Note 2: Figures** in brackets are for the previous year.*

c. Transactions with Key Managerial Personnel: (KMP): **Rupees in Lakhs**

Name of the Director / KMP	**Nature of Transaction**	**Year Ended**	
		March 31, 2026	**March 31, 2025**
Mr. Shyam Bagrodia Managing Director (from 9th October, 2025)	Remuneration (Refer Note 2.30.1)	**9.56**	**Nil**
Mr. Neeraj Gupta Director (from 13th May, 2025)	Sitting fees	**0.09**	**Nil**
Mr. Durgaprasad S. Sabnis Director (Upto 7th November, 2025)	Sitting fees	**0.18**	**0.40**
Mr. J Ramakrishnan Director (Upto 9th October, 2025	Sitting fees	0.**27**	**0.18**
Ms. Meghna Mahendra Savla Independent Director	Sitting fees	**0.36**	**0.55**
Mr. Bhavik Ashokkumar Shah	Sitting fees	**0.36**	**0.45**

Name of the Director / KMP	Nature of Transaction	Year Ended	
Independent Director			
		March 31, 2026	**March 31, 2025**
Mr. Chaitanya Kulkarni Company Secretary	Remuneration	**8.97**	**1.81**
Mr. Kusshal Ambbala Chief Financial Officer (Upto 7th November, 2025)	Remuneration	**8.59**	**1.81**
Mr. Deepak Berry Chief Financial Officer (from 7th November, 2025)	Remuneration	**7.23**	**Nil**

3. Segment Reporting:

The operation of the Company represents only one business segment, viz. ‘Trading’. Accordingly, all earnings, assets and liabilities relate to this activity only and there is no separate Segment.

4. Financial risk management

Company’s activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and its impact on the financial statements

(i) Credit Risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The credit risk arises from trade receivables, security deposits, cash and cash equivalents and deposits with banks.

Trade receivables

The company supplies yarn / fabric / Metals to customers. Concentrations of credit risk with respect to trade receivables are limited as majority credit sales are made to high credit worthy entities. All trade receivables are reviewed and assessed for default on regular basis. Our historical experience of collecting receivables, supported by the level of default, is that credit risk is low.

For trade receivables, except for specifically identified cases, Company follows a simplified approach where provision is made as per the ageing buckets which are designed based on historical facts and patterns.

Age of Receivable as at 31st March 2026 Rupees in Lakhs

Ageing	Within the credit period	Less than 6 months	6 months to one year	1- 2 years	2-3 years	More than 3 years	Total
Undisputed, considered	Nil	191.83	Nil	Nil	Nil	Nil	191.83

good							
Allowance for bad Receivable	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Trade Receivable	**Nil**	**191.83**	**Nil**	**Nil**	**Nil**	**Nil**	**191.83**

Age of Receivable as at 31st March 2025 Rupees in Lakhs

Ageing	Within the credit period	Less than 6 months	6 months to one year	1- 2 years	2-3 years	More than 3 years	Total
Undisputed, considered good	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Allowance for bad Receivable	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Trade Receivable	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

Reconciliation of loss allowance

Particulars	**Rupees in Lakhs**
Loss Allowance as at 1st April 2024	**Nil**
Changes in loss allowance	Nil
Loss Allowance as at 31st March 2025	**Nil**
Changes in Loss Allowance	Nil
Loss Allowance as at 31st March 2026	**Nil**

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will find it difficult in meeting its obligations associated with its financial liabilities in time. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The tables below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

As at 31st March 2026 Rupees in Lakhs

Particulars	**up to 1 year**	**More than 1 year**	**Total**
Borrowings	Nil	Nil	Nil
Trade Payables	Nil	Nil	Nil
Security Deposits	Nil	Nil	Nil
Capital Creditors	Nil	Nil	Nil
Others	1.28	Nil	1.28
Total	**1.28**	**Nil**	**1.28**

As at 31st March 2025 Rupees in Lakhs

Particulars	up to 1 year	More than 1 year	Total
Borrowings	Nil	Nil	Nil
Trade Payables	Nil	Nil	Nil
Security Deposits	Nil	Nil	Nil
Capital Creditors	Nil	Nil	Nil
Others	1.41	Nil	1.41
Total	**1.41**	**Nil**	**1.41**

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(iii) Market Risk

Foreign Exchange Risk

Company is not exposed to foreign exchange risk presently.

Interest Rate Risk:

The Company’s investments in fixed deposits with banks are for short durations, and therefore do not expose the Company to significant interest rates risk.

Investment Risk

The Company’s investment in mutual funds is spread across various quality liquid and arbitrage funds and investment in CCPS and equity shares of private company and the management is monitoring their performance on a regular basis and therefore, the risk on this account if any is limited.

5. Earnings per Share

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The numbers used in calculating basic and diluted earnings per equity share are as stated below:

Particulars		**As at 31st March 2026**	As at 31st March 2025
Profit before Taxation and Prior Period Items	Rupees in Lakhs	186.80	207.67
Profit after Taxation and Prior Period Items	Rupees in Lakhs	145.11	124.71
Weighted average number of shares	Nos.	42,04,100	42,04,100
Earnings per share before exceptional items (Basic and Diluted)	Rupees	3.45	2.97
Earnings per share (Basic and Diluted)	Rupees	3.45	2.97
Face value per share	Rupees	10	10

6. OTHER STATUTORY INFORMATION: (to the extent applicable)

(i) The Company has not obtained any term loan from banks or any other lender. The Company has not borrowed from banks or financial institutions on the basis of security of current assets.

(ii) The Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties, either severally or jointly with any other person.

(iii) The Company has not been declared a willful defaulter by any bank or other lender.

(iv) The Company does not have any Benami property, where any proceedings has been initiated or pending against the Company for holding any benami property.

(v) The Company does not have any transaction with struck off companies.

(vi) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(vii) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(viii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:

a. 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
b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ix) 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:

a. 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
b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(x) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provision of the Income Tax Act, 1961).

(xi) The Company is not covered under Section 135 of the Companies Act, 2013 with regard to CSR activities.

7 Financial instruments

A Accounting classification and fair values:

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value

Fair value hierarchy

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

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).

The carrying amounts and fair values of financial instruments by category are as follows: **Rupees in Lakhs**

a. Financial assets

	Carrying Amount				Fair Value			
	FVTPL	**FVTOCI**	**Amortised Cost/Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
As at 31st March, 2026								
Investment in equity - Non Current	0.00	-	-	0.00	-	0.00	-	0.00
Investment in CCPS - Non Current	17,000.00	-	-	17,000.00		17,000.00	-	17,000.00
Investment in mutual funds - Non Current	0.01	-	-	0.01	0.01	-	-	0.01
Trade receivables	-	-	190.21	190.21	-	-	-	-
Cash and cash equivalents	-	-	720.61	720.61	-	-	-	-
Other non-current financial assets	-	-	3.03	3.03	-	-	-	-
Total	17,000.02	-	913.86	17,913.87	0.01	17,000.01	-	17,000.02
As at 31st March, 2025								
Investment in equity - Non Current	-	-	-	-	-	-	-	-
Investment in mutual funds - Non Current	7,525.76	-	-	7,525.76	7,525.76	-	-	7,525.76
Trade receivables	-	-	-	-	-	-	-	-
Cash and cash equivalents	-	-	10,055.88	10,055.88	-	-	-	-
Other non-current financial assets	-	-	1.97	1.97	-	-	-	-
Total	7,525.76	-	10,057.85	17,583.61	7,525.76	-	-	7,525.76

Rupees in Lakhs

b. Financial liabilities	Carrying Amount				Fair Value			
	FVTPL	**FVTOCI**	**Amortised Cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
As at 31st March, 2026								
Current Borrowings	-	-	-	-	-	-	-	-
Trade payables	-	-	197.93	197.93	-	-	-	-
Other current financial liabilities	-	-	1.29	1.29	-	-	-	-
Total	-	-	199.22	199.22	-	-	-	-
As at 31st March, 2025								
Current Borrowings	-	-	-	-	-	-	-	-
Trade payables	-	-	-	-	-	-	-	-
Other current financial liabilities	-	-	1.41	1.41	-	-	-	-
Total	-	-	1.41	1.41	-	-	-	-

B Measurement of fair values

Valuation techniques and significant unobservable inputs

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties. The following methods and assumptions were used to estimate the fair value.

1 The Company has not disclosed the fair value of financial instruments such as trade receivables, trade payables, etc. because their carrying amounts are a reasonable approximation of fair value.

2. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

3. The management considers that the carrying amount of financial liabilities carried as amortised cost approximates their fair value

8. Ratios:

Particulars	Numerator	Denominator	Current year	Previous year	Variance % (**)
Current ratio (in time)	Current assets	Current liabilities	3.92	241.07	(98.37)
Debt – Equity	Non-current and current borrowings	Total equity	NA	NA	NA
Debt service coverage	Profit after tax + interest + depreciation	Interest + repayment of long-term debts	NA	NA	NA
Return on equity ** (In %)	Profit / (loss) after tax	Average total equity (*)	0.82	0.82	NA
Inventory turnover	Cost of goods sold	Average inventory (*)	NA	NA	NA
Trade receivable turnover (in time)	Revenue from operations	Average trade receivables (*)	4.44	33.02	(86.57)
Trade payable turnover	Total purchases net	Average trade payables (*)	4.25	NA	NA
Net capital turnover	Revenue from operations	Working capital (average current assets – average current liabilities) (*)	0.08	0.06	28.01
Net profit ratio **	Profit / (loss) after tax	Total income	21.12	23.04	(8.34)
Return on capital employed **	EBIT	Average equity + Average debt (*)	1.06	1.37	(22.83)
Return on investment **	Income generated from invested funds	Average invested funds (*)	1.48	2.38	(37.93)

(*) Average = (opening + closing)/2.

(**) Reasons for variation.

(i) The current ratio has decreased due to decrease in cash and cash equivalents during the year on Investment.

(ii) The Company has not borrowed any funds and debts was Rs. NIL in both the years

(iii) Return on Equity has increased marginally due to increase in profit in the current year as compared to last year.

(iv) The Company did not have any inventory at the end of the financial year or previous year

(v) Trade receivable ratio with revenue from operations decreased due to an increase in the amount of sales however, receivable at the end of the financial year has increased drastically as compared to previous year.

(vi) Trade payable ratio has increased as compared to NIL in previous year since there is increase in trade payables at the end of financial year as compared to NIL in the previous year.

(vii) Net profit ratio and return on capital employed decreased due to increase in profit from previous year with simultaneous increase in capital employed in the current year.

9. The figures of the previous year have been regrouped / reclassified, wherever necessary, to conform to the current year's presentation.

As per our report of even date
JMT & Associates
Chartered Accountants
Firm Registration No. 104167W

Amar Bafna
Partner
Membership No. 048639

Place: Mumbai
Date: 25 May 2026

For and on behalf of the Board of Directors

Shyam Bagrodia (DIN 00812394)	Managing Director
Bhavik Shah (DIN 09605363)	Director
Deepak Berry	Chief Financial Officer
Darshana Chauhan	Company Secretary

Place: Mumbai
Date: 25 May 2026