OXFORD INDUSTRIES LIMITED

REGD.OFFICE: 136-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKINAKA, ANDHERI (EAST), MUMBAI – 400072, MAHARASHTRA, INDIA
CIN: L17112MH1980PLC023572 GST NO.27AAAC010328326
EMAIL: oxford_industries@yahoo.in WEBSITE- oxfordfabrics.in

August 18, 2026

To,
The Secretary,
The Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers
Dalal Street Mumbai- 400001.

BSE CODE: 514414

SUBJECT: ANNUAL REPORT FOR F.Y. 2025-2026, NOTICE OF 45TH ANNUAL GENERAL MEETING (“AGM”)

Dear Sir/Madam,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the Annual Report of the Company for the Financial Year 2025-26 along with the Notice convening the 45th Annual General Meeting scheduled to be held on **Friday, September 11, 2026 at 03:00 P.M. (IST)** through Video Conferencing ("VC") / Other' Audio-Visual Means ("OAVM") in accordance with the circular issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

In compliance with above mentioned circulars, the Annual Report of the Company for the Financial Year 2025-26 along with the Notice convening the 45th Annual General Meeting has been sent in electronic mode to Members whose E-mail IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at AGM. The Company has engaged CDSL and you will be redirected to website for providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 05, 2026 to on Friday, September 11, 2026 (both days inclusive).

KEY INFORMATION:

Cut Off Date	Friday, September 04, 2026
Day, Date and Time of commencement of remote e-voting	Tuesday, September 08, 2026 at 09:00 A.M. (IST)
Day, Date and Time of end of e-voting	Thursday, September 10, 2026 at 05:00 P.M. (IST)
Annual General Meeting	Friday, September 11, 2026 at 03:00 P.M.

The copy of the Notice of AGM and Annual Report is also available on the Company website at https://oxfordfabrics.in/ and on the website of the Stock Exchange at the BSE Limited at www.bseindia.com and on the CDSL website at www.evotingindia.com respectively.

Kindly acknowledge and take on record the same.

Thanking You,

For Oxford Industries Limited

SAROJ KUMAR CHOUDHURY
Digitally signed by SAROJ KUMAR CHOUDHURY
Date: 2026.08.18 13:09:01 +05'30'

Saroj Kumar Choudhury
Managing Director
DIN: 11143083

OXFORD INDUSTRIES LIMITED

45TH ANNUAL REPORT FY-2025-26

BOARD OF DIRECTORS AS ON 31/03/2026:

Sr. No.	Name of the Director	DIN	Date of appointment	Designation
1	Kattakota Satyabati Devi	11586438	06/03/2026	Additional Director
2	Saroj Kumar Choudhury	11143083	10/07/2025	Executive Director-MD
5	Iranee Tripathy	10311352	10/07/2025	Non-Executive-Independent Director
6	Aakansha Vaid	02796417	13/05/2025	Non-Executive-Independent Director
7	Nitin Arvind Oza	03198502	13/05/2025	Non-Executive-Independent Director

Auditors	M/s. PAMS & ssociates Chartered Accountants (Firm Reg. No. 316079E) Plot No-459, 2+ Floor, Sabarsahi, Near New AG Colony, Nayapalli, Bhubaneswar
Bankers	HDFC Bank Ltd
Registered Office	136-B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (EAST), Mumbai, Maharashtra, India, 400072:
E-MAIL ID **WEBSITE ADDRESS**	E-mail: oxford_industries@yahoo.in Web: www.oxfordfabrics.in
Company Secretary	Poonam Sharma
Share Transfer Agents	MUFG Link Intime India Pvt Ltd. C 101, 247 Park, L B S Marg Vikhroli (West), Mumbai - 400 083. Phone: (022) 4918 6000 Fax: (022) 4918 6060 Email: mumbai@in.mpms.mufg.com

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NOTICE OF 45TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 45TH ANNUAL GENERAL MEETING OF THE MEMBERS OF OXFORD INDUSTRIES LIMITED WILL BE HELD ON, FRIDAY, SEPTEMBER 11, 2026 AT 03:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS:

1. **TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

   In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolutions**:

   "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **APPOINTMENT OF M/S. LIPIKA & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 145364W) AS STATUTORY AUDITOR OF THE COMPANY:**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Lipika & Associates, Chartered Accountants, (Firm Registration No. 145364W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 45th Annual General Meeting (AGM) till the conclusion of the 50th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

3. **REGULARIZATION OF MRS. KATTAKOTA SATYABATI DEVI (DIN: 11586438), AS A DIRECTOR (NON-EXECUTIVE NON-INDEPENDENT) OF THE COMPANY:**

   To consider and if thought fit, to pass the following resolution as **Special Resolution**:

   "RESOLVED THAT Mrs. Kattakota Satyabati Devi (DIN: 11586438), who was appointed as an Additional Director of the Company on March 06, 2026 and who holds office upto the date of this Annual General Meeting in terms of Section 161 the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director (Non-executive Non-Independent Director) of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and who shall be liable to retire by rotation;

   RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013:**

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

   "RESOLVED THAT the existing clauses of the Memorandum ("MOA") of the Company were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force and the same be and hereby replaced by the corresponding sections of the Companies Act, 2013 in compliance with the applicable provisions of the Companies Act, 2013.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for the following:

   I. The Nomenclature of Clause III [A] "MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" of existing Memorandum of Association of the Company be replaced with 3(a) "The Objects to be pursued by the Company on its Incorporation are:"

   II. The Nomenclature of Clause III [B] "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE" of existing Memorandum of Association of the Company be replaced with 3(b)

"Matters which are necessary for furtherance of the Objects specified are:"

III. For Replace of the words "Section 58A of the Companies Act, 1956" from the existing Clause III (B) and substituting in its place "Section 73 to 76 of the Companies Act, 2013".

IV. For Replace of the words "the Companies Act, 1956" from the existing Clause III (B) and substituting in its place "the Companies Act, 2013"

V. For delete clause No. III (C) all clauses be renumbered accordingly

VI. The Clause IV "The liabilities of the members is limited" of existing Memorandum of Association of the Company be replaced with: 4. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

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

5. ADOPTION OF ARTICLE OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT the existing clauses of the Articles of Association ("AOA") of the Company were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force and the same be and hereby replaced by the corresponding sections of the Companies Act, 2013 in compliance with the applicable provisions of the Companies Act, 2013.

RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company".

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

6. ENLARGEMENT OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), approval of the Members be and is hereby accorded for enlargement of main object clause of the Memorandum of Association of the Company by insertion of following clauses after existing clause 3(a)(2):

"3(a)(3)" To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, Medicare, nursing homes, health care, diagnostic, health aids, and research centers. To buy, sell, manufacture, import, export, distribute and otherwise deal in cosmetics, nonprescribed drugs, health care products, preservatives. To carry on the business of manufacturers, processor, traders, importers, exporters in Pharmaceuticals and other relevant items and provide support services.

"3(a)(4)" To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, Medicare, nursing homes, health care, diagnostic, health aids, and research centers. To provide medical relief to the public in all branches of medical schemes by all available means.

"3(a)(5)" To carry on the business of manufacturers, processor, traders, importers, exporters in Pharmaceuticals, cosmetic products pharmaceutical-fine chemicals, pharmaceutical products, medical chemical preparations, compounds, injectables, tablets & other related items & to do business as dealers of surgical, scientific diagnostic, therapeutic equipment, dental materials & other related equipment, appliances & accessories, clinic franchise, hospitals, pharmacy, scan / lab center & Other support/ Consulting Services including to develop applications for managing patient information and records, clinical information, radiology and laboratory information, financial records, insurance claims, and operations of hospitals, medical practices, clinics, pharmacies, and laboratories.

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

7. **SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE:**

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

"RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director, the registered office of the Company be shifted from the State of Maharashtra to the State of Odisha, within the jurisdiction of the Registrar of Companies, Cuttack and accordingly the Clause 2 of the Memorandum of Association of the Company be altered by substituting the following Clause:

2. The Registered Office of the Company will be situated in the State of Odisha. i.e. within the jurisdiction of the Registrar of Companies, Cuttack."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors ('the Board'), which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, deeds, petitions, affidavits and writings and filing the same with the Registrar of Companies, Regional Director, State Government and any other Authority as may be necessary."

8. **TO CONSIDER THE REDUCTION OF CAPITAL OF THE COMPANY:**

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

"**RESOLVED THAT** pursuant to Section 66 of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 other applicable provisions, if any, of the Companies Act, 2013 or any amendment(s) thereto, Articles of Association of the Company, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026 (and amendments thereto) & Regulation 37 of SEBI (Listing Obligation And Disclosure Requirement) Regulation, 2015 and subject to confirmation/approval by the NCLT having appropriate Jurisdiction and subject to such other approvals, consents, permissions or sanctions of any other authority, body or institution, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India (hereinafter collectively referred to as “the concerned authorities”) as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions, the subscribed, issued and paid up equity share capital of the company with effective from the appointed date i.e. 1st April, 2026 and after securing necessary approvals and permissions the Company be and hereby :

1. Set off an amount of Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred and Eleven Only) out of the total accumulated losses of Rs. 12,95,40,119/- (Rupees Twelve Crores Ninety-Five Lakhs Forty Thousand One Hundred and Nineteen Only) the details are as follows:

(a) Reduction of the fully paid-up equity share capital of the Company to the extent of Rs. 5,87,66,400/- (Rupees Five Crores Eighty-Seven Lakhs Sixty-Six Thousand Four Hundred Only) out of the existing fully paid-up equity share capital of Rs. 5,93,60,000/- (Rupees Five Crores Ninety-Three Lakhs Sixty Thousand Only), comprising 59,36,000 equity shares of face value of Rs. 10/- each;

(b) Reduction of the partly paid-up share capital amounting to Rs. 73,500/-, comprising 14,700 equity shares;

(c) Adjustment against the General Reserve and Other Reserves aggregating Rs. 1,50,12,711/- (Rupees One Crores Fifty Lakhs Twelve Thousand Seven Hundred Eleven Only); and

(d) Adjustment against the Securities Premium Account amounting to Rs. 4,32,85,000/- (Rupees Four Crores Thirty-Two Lakhs Eighty-Five Thousand Only).

Accordingly, the aforesaid amounts shall be utilized for writing off the accumulated losses of the Company, resulting in the reduction of the accumulated losses to the extent of Rs. 11,71,37,611/-, subject to obtaining the requisite approvals of the shareholders, the National Company Law Tribunal, and such other statutory or regulatory authorities as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Subscribed Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 5,93,60,000 /- (Rupees Five Crores Ninety Three Lakhs Sixty Thousand Only) consist of 59,36,000 equity shares of face value of Rs. 10/- each to Rs. 5,93,600/- (Rupees Five Lakhs Ninety

Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred Sixty) Equity Shares of Rs. 10/- (Ten only) each , accordingly, the reduction of capital amounting to 99 % of the Fully Paid up equity share capital of the Company.

RESOLVED FURTHER THAT the partly paid up equity capital of Rs. 73,500/- (Rupees Seventy Three Thousand Five Hundred only) consist of 14,700 equity shares shall stand cancelled fully.

RESOLVED FURTHER THAT the General Reserve and other Reserves of Rs. 1,50,12,711/- (Rupees One Crores Fifty Lakhs Twelve Thousand Seven Hundred Eleven only) cancelled fully.

RESOLVED FURTHER THAT the Securities Premium Accounts of Rs. 4,32,85,000/- (Rupees Four Crores Thirty Two Lakhs Eighty Five Thousand only) cancelled fully.

RESOLVED FURTHER THAT in respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. The company will set up a trust to deal with the fractional shares as per SEBI Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and the same will be headed by the Chairman of Audit Committee. On allotment of the fractional shares to the chairman of audit committee the shares will be sold in open market within 90 days from the date of allotment of shares as per the draft scheme submitted to SEBI and based on entitlement of fractional shareholders. If any amount not claimed or debited to the said fractional shareholders, the trust as created above transfer unclaimed amount within 120 days from the expire of negotiable instrument to Investor Education and Protection Fund (IEPF) of SEBI and report will be filed to Stock Exchange (SE).The company shall submit to the designated stock exchange are port from its Audit Committee and the Independent Directors certifying that the company has compensated to the eligible shareholders and the company will submit such reports within 7 days of compensating the shareholders.

RESOLVED FURTHER THAT post reduction of capital of the Company, the new capital of the company will not exceed Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred Sixty) Equity Shares of Rs. 10/- (Ten only) each.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to file the company petition for reduction of capital, implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the Hon'ble NCLT having appropriate Jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India and Depositories.

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

9. TO IMPLEMENT THE REDUCTION OF CAPITAL OF THE COMPANY:

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

"**RESOLVED THAT** after reduction of the capital of the company , the paid up capital of the company be re-organized subject to such rights, privileges and conditions attaching thereto as are provided by the Memorandum and Articles of Association of the company with power to increase or reduce its capital from time to time and to divide the shares in the capital as per the Companies Act, 2013 or in any amendment or modification or re-enactment thereof and to attach thereto respectively with such preferential, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the said Companies Act or the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the said Companies Act 2013 to that extent applicable or by the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and hereby authorized to modify, amend and alter the company petition and the scheme of reduction of capital of the company as per requirement of the NCLT (Procedure for Reduction Share Capital of the Company) Rules, 2016.

RESOLVED FURTHER THAT the Board be and hereby authorized to implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the NCLT having appropriate jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India, including:

A. Fix the Book Closure/Record Date to give effect to the reduction of capital;

B. make necessary application to the depositories including NSDL/CDSL and Registrar and Share transfer Agent; and

C. issue new share certificates in accordance with Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and it is hereby authorised to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary.

AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

By Order of Board
For OXFORD INDUSTRIES LIMITED

Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083

Place: Mumbai
Date: 08/08/2026

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 2 to 9 of the accompanying Notice, is annexed hereto.

2. Ministry of Corporate Affairs ("MCA") *vide* its General Circular No. 03/2025 dated September 22, 2025 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

   In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 45th AGM of the Company is being held virtually.

   The Notice convening 45th AGM along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening 45th AGM and Integrated Annual Report for FY 2025-2026 will also be available on the Company's website http://oxfordfabrics.in/investors.html, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. The Company will also publish an advertisement in the newspapers containing details of the 45th AGM and other relevant information for Members *viz.* manner of registering e-mail Id., Cut-off date for e-voting, Book Closure date etc.

3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the 45th AGM of the Company is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 45th AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the 45th AGM along with the Annual Report for the Financial Year ended March 31, 2026, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2025-26 and the Notice convening the 45th AGM are also available on the Company's website http://oxfordfabrics.in/investors.html, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e www.evotingindia.com

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.

6. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to suprabhatcs08@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

7. The Members can join the 45th AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 45th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, August 07, 2026,** have been considered for the purpose of sending the Notice of 45th AGM and the Annual Report.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.

12. Register of Members and Transfer Books of the Company will remain closed from **05th September, 2026 Saturday to 11th September, 2026, Friday** (both dates inclusive) in terms of the provisions of Section 91 of the Companies

Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.

13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent M/s. MUFG Intime India Pvt Ltd. At mumbai@in.mpms.mufg.com for assistance in this regard.

14. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, bank mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s. MUFG Intime India Pvt Ltd.

16. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to. MUFG Intime India Pvt Ltd; in case the shares are held by them in physical form.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, MUFG Intime India Pvt Ltd for shares held in physical form, with relevant documents that may be required.

18. **REMOTE E-VOTING**: The remote E-voting period will be available during the following period:
    - Day, date and time of commencement of remote e-Voting: **Tuesday, 8th September, 2026, at 09:00 A.M (IST)**
    - Day, date and time of end of remote e-Voting: **Thursday, 10th September, 2026 at 05:00 P.M. (IST)**

19. The Company has fixed **Friday, September 04, 2026** as the “Cut-off date” for identifying the Members who shall be eligible for participation in the 45th AGM through VC/ OAVM facility and voting either through remote e-Voting or through e-Voting during the AGM. 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 shall be entitled to attend the AGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat Notice of this AGM for information purposes only.

20. The Board of Directors have appointed M/s. Suprabhat & Co., Practicing Company Secretaries, Kolkata, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later two working days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company http://oxfordfabrics.in/investors.html, website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

(i) The remote e-voting period begins on **Tuesday, 8th September, 2026, at 09:00 A.M (IST) and ends on Thursday, 10th September, 2026 at 05:00 P.M. (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **4th September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on “Shareholders” module.
3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

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

(vi) After entering these details appropriately, click on “SUBMIT” tab.

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

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

(ix) Click on the **EVSN (260810005)** for the relevant **"OXFORD INDUSTRIES LIMITED"** on which you choose to vote.

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

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

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

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

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; oxford_industries@yahoo.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email 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. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to oxford_industries@yahoo.in.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

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

4. Alternatively, shareholder/members may send a request to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the 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 AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

5. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at oxford_industries@yahoo.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

By Order of Board
For OXFORD INDUSTRIES LIMITED

Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083

Place: Mumbai
Date: 08/08/2026

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY AND SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 2 to 9 MENTIONED IN THE ACCOMPANYING NOTICE

ITEM NO. 2

APPOINTMENT OF M/S. LIPIKA & ASSOCIATES, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 145364W) AS STATUTORY AUDITOR OF THE COMPANY:

M/s. PAMS & Associates., Chartered Accountants, Statutory Auditors (Firm Registration No. 316079E) of the Company resigned due to geographical constraints with effect from June 19, 2026, thereby causing a casual vacancy in the office of Statutory Auditors of the Company.

Further, the Board of Directors of the Company, at its meeting held on July 17, 2026, based on the recommendation of the Audit Committee, proposed to the Members the appointment of M/s. Lipika and Associates, Chartered Accountants (Firm Registration No. 145364W) as Statutory Auditors of the Company for a term of 5 (Five) consecutive years commencing from the conclusion of this 45th Annual General Meeting (AGM) till the conclusion of the 50th AGM of the Company to be held in the year 2031 at such remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

Technically term of M/s. PAMS & Associates comes to end upon their resignation, but at the AGM they will be available to answer the queries of the shareholders on the adoption of the accounts of the Company.

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

Accordingly, the Board recommends the resolution as set out at item no. 2 of this Notice for approval of the members of the Company as an **Ordinary Resolution.**

DISCLOSURE UNDER REGULATION 36(5) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS

Category of the Auditor:	Statutory Audit Firm
Name of Auditor or Auditor's Firm:	M/s. Lipika & Associates
ICAI Firm Registration No.:	145364W
Number of Financial Year(s) to which appointment relates:	Five financials' years

Period of account for which appointed:	From 2026-27 to 2030-31
Date of appointment made by Board of Directors:	July 17, 2026
Proposed fees payable to proposed Statutory Auditor	The Professional audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the statutory audit for Financial Year ending March 31, 2027 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the Statutory audit fee as above and will be determined by the Board in consultation with the Statutory Auditors and as per the recommendations of the Audit Committee.
Basis of recommendation and Auditor	The recommendations are based on the fulfilment of the eligibility criteria prescribed by the Act, with regard to the full -time partners, audit experience of the firms, capability, independence assessment, and audit experience.
Brief Profile	M/s. Lipika & Associates (the "Firm") is an Indian Partnership firm of Chartered Accountants, established in 2017 and headquartered in Noida, Uttar Pradesh, with a branch office in Mumbai, Maharashtra. The Firm upholds a strong commitment to quality, backed by a Peer Review Certificate from ICAI (Certificate No. 023825, valid till 31 January 2029). Its research and development practices ensure that the execution team remains abreast of regulatory and industry developments, enabling the Firm to deliver customized and contemporary advisory solutions.

ITEM NO. 3

REGULARIZATION OF MRS. KATTAKOTA SATYABATI DEVI (DIN: 11586438), AS A DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mrs. Kattakota Satyabati Devi (DIN: 11586438), in the meeting held on March 06, 2026 with effect from March 06, 2026 as additional director designated as Whole Time Director, subsequently she resigned from the position of Whole Time director of the Company w.e.f. 08th August, 2026 but she continue to act as Director of the company and Board recommends her Appointment to members as Non-executive Non-independent director of the Company. The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of her eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that she satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board her appointment from Additional Director to Director (Non-executive Non-independent), liable to retire by rotation by way of regularization and approval of her position as the Director of the Company with effect from March 06, 2026.

The Company had received consent letter from Mrs. Kattakota Satyabati Devi (DIN: 11586438), to act as a Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing her candidature.

Except Mrs. Kattakota Satyabati Devi (DIN: 11586438), none of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned in Item No. 3 of the Notice.

The Board of Directors recommends passing the resolution as set out at Item No. 3 of this Notice as a **Special Resolution.**

Brief Profile of Mrs. Kattakota Satyabati Devi (DIN: 11586438), {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Sr No.	Particulars	DETAILS
1	DIN	11586438
2	Date of Birth	11/07/1972
3	Age	53 Years
4	Date of first appointment on the Board	06/03/2026
5	Qualification	Bachelor degree
6	Experience and Expertise	She has experience in management field
7	No. of Meetings of the Board attended during the year	01
8	List of Directorship of other Boards	NIL
9	The Listed entity from which Director has resigned in last three years	NIL
10	List of Membership / Chairmanship of Committees of other Companies	NIL
11	Shareholding in Company	NIL
12	Terms and Conditions of re-appointment	Non-Executive Non-Independent Director, liable to retire by rotation

ITEM NO. 4

ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013;

The existing Memorandum (MOA) are based on the Companies Act, 1956 and some regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing MOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

On advent of Companies Act, 2013 and provisions of Section 4 & 13 and other applicable provision of the Companies Act, 2013, if any, the Company is required to amend MOA of the Company as per the Provisions. The proposed amendment in MOA of the Company requires the approvals of the members of the Company by way of a Special Resolution.

None of the Directors and KMP are interested in the aforesaid resolution.

Accordingly, The Board of Directors recommends passing the resolution as set out at Item No. 4 of this Notice as a **Special Resolution.**

ITEM NO. 5

ADOPTION OF ARTICLE OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013;

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and some regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Considering this position, it is decided to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The Board at its meeting held on July 17, 2026 has approved adoption of the AOA of the Company and the Board now seek Members' approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

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

The Board recommends the **Special Resolution** set forth in Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6

ENLARGEMENT OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Board of Directors, in its meeting held on July 17, 2026 has approved the proposal for amendment in the Main Object Clause of the Memorandum of Association (MOA) of the Company to include activities as mentioned in item no. 6 of the notice.

At present, the existing Object Clause of the Company does not specifically cover these activities. In order to expand and diversify the Company's business operations and explore new opportunities in the Hospital sector, the Board considers it desirable to include suitable clauses in the Main Object Clause of the MOA.

The proposed insertion will enable the Company to undertake new lines of business which are considered to be feasible, profitable, and synergistic with the existing business activities of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration in the Main Object Clause of the Memorandum of Association requires the approval of the members of the Company by way of a Special Resolution and subsequent approval of the Registrar of Companies (ROC).

A copy of the existing and proposed MOA is available for inspection at the registered office during business hours on all working days.

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

The Board recommends the **Special Resolution** set forth in Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7

CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM STATE OF MAHARASHTRA TO STATE OF ODISHA:

Presently, the Company's Registered Office is located in Mumbai, Maharashtra. The Board of Directors of your Company at their meeting held on July 17, 2026 has proposed to shift the Registered Office of the Company from the State of Maharashtra to the State of Odisha, within the jurisdiction of the Registrar of Companies, Cuttack to carry on the business of the Company more economically and efficiently and with better operational convenience. As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company from one state to another state requires approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned in Item No. 7 of the Notice.

Therefore, the Board recommends the Resolution as set out in Item No. 7 for approval of the Members as **Special Resolution**.

ITEM NO. 8 & 9:

TO CONSIDER THE REDUCTION OF CAPITAL OF THE COMPANY AND TO IMPLEMENT THE REDUCTION OF CAPITAL OF THE COMPANY:

A. CAPITAL STRUCTURE OF THE COMPANY

The Authorised, Issued, Subscribed and Paid-up share capital of the Company as on 31st March 2026 was as under:

A. Authorised Share Capital	**Amount in Rs.**
95,00,000 Equity Shares of Rupees 10/- each	9,50,00,000
6,00,000 Redeemable Preference Shares of Rs 100/- each	6,00,00,000
Total	**15,50,00,000**
B. Issued, Subscribed & Paid-Up Capital	
(i) Issued and subscribed 59,43,350 Equity Shares of Rupees 10/- each	5,94,33,500
(ii) Partly Paid up : 14,700 Equity shares @ Rs. 5/- each	(73,500)
Total Paid up capital (i – ii)	5,93,60,000
Calls in arrears of 14,700 Equity shares @ Rs. 5/- each	73,500

The Board through this scheme of arrangement proposed to forfeit (by way of reduction) 14,700 partly paid up equity shares under section 66 of the Companies Act, 2013.

B. ACCUMULATED LOSSES :

A. As on 31st March 2026, the Company has Accumulated Business Losses of Rs. (12,95, 40,119) (Rupees Twelve crores Ninety Five Lakhs Forty thousand One hundred and Nineteen). The Accumulated Losses are reflected as a debit balance under “Retained Earnings” as a part of “Other Equity”.

B. The losses were on account of adverse market conditions and accumulated losses in the past 5 – years is as under**:**

Year	Equity Capital (A) (Rs.)	Capital Reserve (B) (Rs.)	Securities Premium (C) (Rs.)	General Reserve (D)(Rs.)	Earlier Years Retained Earnings (E) (Rs.)	Retained Earnings of the Year (F) (Rs.)	Total Networth G=A+B+C+D+E+F (Rs.)
2021-22	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(24,03,82,334)	11,03,88,514	(1,23,36,109)
2022-23	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,99,93,819)	(6,91,001)	(1,30,27,109)
2023-24	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,06,84,921)	9,45,231	(1,20,81,979)
2024-25	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,97,40,292)	(50,31,461)	(1,71,14,042)
2025-26	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,47,71,074)	52,30,955	(1,18,82,408)

****The Paid-Up capital of the company consists of Calls in arrears of Rs. 73,500/- for partly paid up 14,700 Equity shares.***

C. CAPITAL REDUCTION :

The proposed reduction in capital of the company is as under:

Particulars			(Amount in Rs.)
	As on 31st March 2026 (Rs.) (A)	**Proposed Utilization of losses for reduction of capital (Rs.) (B)**	**Balance capital post Capital Reduction C = A-B (Rs.)**
Fully Paid-Up capital (Equity shares) consists of 59,36,000 equity shares of face value of Rs. 10/- each	5,93,60,000	5,87,66,400	5,93,600
Partly Paid-Up capital 14,700 equity shares (Rs. 5 calls in arrear) #	73,500	73,500	NIL
General Reserves	1,23,18,111	1,23,18,111	NIL
Capital Reserves	26,94,600	26,94,600	NIL
Securities Premium	4,32,85,000	4,32,85,000	NIL

the whole partly paid-up capital consist of 14,700 equity shares will be reduced from the capital of the company.

Post Reduction of capital the Paid-Up capital of the Company will consist of 59,360 fully paid up equity shares of face value of Rs. 10/- each aggregating to Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only).

The losses post reduction will be (Rs. 1,24,76,008/-).

The Board proposes to reduce the share capital of the company by Rs. 5,87,66,400/- which amount to 99 % reduction of capital of the Company.

The Company proposed to Set off an amount of Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred and Eleven Only) out of the total accumulated losses of Rs. 12,95,40,119/- (Rupees Twelve Crores Ninety-Five Lakhs Forty Thousand One Hundred and Nineteen Only) the details are as follows:

(a) Reduction of the fully paid-up equity share capital of the Company to the extent of Rs. 5,87,66,400/- (Rupees Five Crores Eighty-Seven Lakhs Sixty-Six Thousand Four Hundred Only) out of the existing fully paid-up equity share capital of Rs. 5,93,60,000/- (Rupees Five Crores Ninety-Three Lakhs Sixty Thousand Only), comprising 59,36,000 equity shares of face value of Rs. 10/- each;

(b) Reduction of the partly paid-up share capital amounting to Rs. 73,500/-, comprising 14,700 equity shares;

(c) Adjustment against the General Reserve and Other Reserves aggregating Rs. 1,50,12,711/- (Rupees One Crores Fifty Lakhs Twelve Thousand Seven Hundred Eleven Only); and

(d) Adjustment against the Securities Premium Account amounting to Rs. 4,32,85,000/- (Rupees Four Crores Thirty-Two Lakhs Eighty-Five Thousand Only).

Accordingly, the aforesaid amounts shall be utilized for writing off the accumulated losses of the Company, resulting in the reduction of the accumulated losses to the extent of **Rs. 11,71,37,611/-**, subject to obtaining the requisite approvals of the shareholders, the National Company Law Tribunal, and such other statutory or regulatory authorities as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

Accordingly, the Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 5,93,60,000/- (Rupees Five Crores Ninety-Three Lakhs Sixty Thousand Only) consisting of 59,36,000 (Fifty Nine Lakhs Thirty Six Thousand) fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) **to** Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred Sixty) Equity Shares of Rs. 10/- (Ten only) each and the partly paid up 14,700 shares extinguished fully;

Post reduction of capital of the Company, the subscribed and paid of capital of the company will be of Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred Sixty) Equity Shares of Rs. 10/- (Ten only) each**.**

The Company shall also with make all applications/petitions under Section 66 of the Companies Act, 2013, NATIONAL COMPANY LAW TRIBUNAL (PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016) and other applicable provisions of the Act to the NCLT of Judicature at Cuttack, Odisha for sanctioning of this Reduction of Capital of the Company under the Provisions of Companies Act, 2013 and rules framed there under and obtain all approvals as may be required under law.

ii. Net worth of the Company as on 31st March 2026:

Net worth as on 31st March 2026	**Rs.**
Issued, Subscribed & Paid Up : 59,43,350 Equity Shares of Rupees 10/- each	5,94,33,500
Less : Calls in arrears(14,700 Partly paid up Equity shares @ Rs. 5/- each)	(73,500)*
Add: Securities Premium	4,32,85,000
Add: General Reserve	1,23,18,111
Add: Capital Reserve	26,94,600
Total A:	**11,76,57,711**
Accumulated Losses B:	**(12,95,40,119)**
Net worth A – B	**(1,18,82,408)**

D. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

D.1. The company suffered business losses on account of Manufacturing, Import & Export of natural and synthetic fibres and yarns and textiles and Readymade Garments and Hosiery articles due to commercial market condition in India. Non-receipt of the outstanding dues from various parties after follow ups, legal recourses, etc.

D.2. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.

D.3. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.

D.4. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

D.5. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.

D.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.

D.7. The proposed reduction of the Paid-Up share capital of the company does not involve any payment of the paid-up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors. Also, the company proposed to reduce the partly paid-up shares.

D.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.

D.9. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.

D.10. Pursuant to the change in the management of the Company in compliance with Regulations 3 and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the new management has undertaken a review of the Company's business operations and long-term growth strategy. In order to strengthen the Company's financial position, facilitate future business expansion, and support its strategic objectives, the new management proposes to restructure the capital of the Company.

E. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

E.1. The Company’s book would more accurately represent its financial position.

E.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.

E.3. This reduction of capital of the company will help the company to raise fresh capital by private placement basis, right issue or any other permissible mode as per the applicable Laws.

E.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.

E.5. The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in favor of the Company.

E.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.

E.7. Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Profit and loss Account, securities premium accounts, partly paid up capital, general reserves, retained earning to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable and as per the provisions of Companies Act, 2013 and rules framed thereunder.

E.8. By virtue of Article 71 of Articles of Association (AOA), read with amended Articles of Association (AOA) Article 37 of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 1956/2013.

As per Article 71 of the earlier Articles of Association of the Company and as per amended AOA Article 37: the Company may by special resolution, reduce in any manner and with and subject to, any incident authorised and consent required by Law:

(a)Its share capital;

(b) Any capital redemption reserve account;

(c)Any share premium account; or

(d) Any Reserves.

F. ACCOUNTNG TREATMENT

Upon the Scheme under Section 66 read with Section 52 of the Act becoming effective, the Company shall account for the reduction of share capital in its books of accounts under applicable accounting standards and other accounting principles.

F.1. With effect from the appointed date and upon the scheme becoming effective, the amount of share capital as extinguished as per this clause shall be reduced from the Equity Share Capital of the company (including partly paid up shares) and correspondingly from debit balance of the Profit and Loss account, Securities Premium, retained earnings etc. of the Company.

F.2. The company will comply with all the relevant accounting policies and Indian Accounting standards and relevant provisions as per section 133 of the Companies Act, 2013 to the extent applicable to the company about the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other applicable provisions of the Laws for the time being in force.

F.3. The Retained Earnings are reflected at Note No. 2(7) B - Under the heading of Other Equity of the Audited Accounts for the year ended 31st March, 2026.

F.4. Post Reduction the capital of the Company: Upon Scheme being effective, the amount standing under the Heading of other equity as explained in clause 9.4 issued, subscribed & Paid-Up Capital of the Company will be 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) consist of 59,360 (Fifty Nine Thousand Three Hundred and Sixty) equity shares of Rs. 10/- each.

G. FRACTIONAL SHARES:

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. The company will set up a trust to deal with the fractional shares as per SEBI Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and the same will be headed by the Chairman of Audit Committee.

On allotment of the fractional shares to the chairman of audit committee the shares will be sold in open market within 90 days from the date of allotment of shares as per the draft scheme submitted to SEBI and based on entitlement of fractional shareholders.

If any amount not claimed or debited to the said fractional shareholders, the trust as created above transfer unclaimed amount within 120 days from the expire of negotiable instrument to Investor Education and Protection Fund (IEPF) of SEBI and report will be filed to Stock Exchange (SE).

The company shall submit to the designated stock exchange are port from its Audit Committee and the Independent Directors certifying that the company has compensated to the eligible shareholders and the company will submit such reports within 7 days of compensating the shareholders.

H. PRE AND POST SHAREHOLDING PATTERN

H. 1. Pending convertible warrants into equity shares**:** There were no convertible warrants to be converted in to equity shares pending for allotment in the company.

H. 2. Partly Paid Up Shares: The Company has 14,700 partly Paid-Up shares as on date. Through this scheme of reduction of Share capital, the same will be extinguished fully in compliance with section 66 of the Companies Act, 2013 and rules framed thereunder.

H .3. The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of reduction of capital of the Company. The Pre & post Shareholding pattern of the company as effective date as under:

Category	Particulars	Prior to the Scheme of Arrangement		Post reduction under Scheme	
		No. of Shares	**% to Total**	**No. of Shares**	**% to Total**
(A)	Promoters & Promoter Group	**27,61,576**	**46.46**	**27,579**	**46.46**
(B)	Public	**31,81,774**	**53.54**	**31,781**	**53.54**
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	**59,43,350**	**100**	**59,360**	**100**

H .4. There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of reduction of capital of the company.

H. 5. This Scheme Solely provide for writing off the accumulated business losses of the company against the share capital of the listed entity applied uniformly across all shareholders on pro-rata basis and/or against the reserves of the company.

I. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof.

However, the Company may instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

J . DESIGNATED STOCK EXCHANGE

The Company is listed exclusively on BSE. Hence, the designated stock exchange for interaction with SEBI shall be BSE.

As per the SEBI Circular bearing No. SEBI/LAD-NRO/GN/2024/218 December 12, 2024 and Regulation 37 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Company is not required to any application for obtaining any observation letter / no-objection letter from the BSE for the implementation of the Scheme of reduction of capital.

The company is required file a copy of the scheme of reduction of capital under section 66 of the Companies Act, 2013 and rules framed thereunder under intimation to the designated Stock Exchange.

The Company has intimated BSE on 08/08/2026 about the proposed Reduction of capital of the Company.

K. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on the same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of the agreement/settlement entered into with the employees' union / Employee or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favourable to them than those applicable to them immediately before the Scheme.

L. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay its debts in the ordinary course of business. The Creditors of the company will not be affected by this reduction of capital as their claim has not been diluted or altered, or alienated directly or indirectly for this Capital Reduction.

Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors/lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

M. CHANGE OF MANAGEMENT

There will be no change of Management or shareholding of the promoters on accounts of Reduction of capital.

N. JURISDICTION OF NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application/petition under Section 66, read and other applicable provisions of the Act, read with Rules framed thereunder, to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

Presently, the Registered Office of the Company is located in the State of Odisha under the jurisdiction of the Registrar of Companies, Cuttack. Hence, for all purposes the NCLT jurisdiction in Cuttack Bench Odisha and Registrar of Companies at Cuttack has exclusive jurisdiction on the subject matter.

O. MODIFICATIONS / AMENDMENTS TO THE SCHEME

The Company, by its Board or such other committee/person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and/or consent to any modifications/amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE and/or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.

The Company, by its Board, are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether because of any directive or order of any authority or howsoever, arising out of or under or by the Scheme and/or any matter concerned or connected therewith.

The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so mutually agreed in writing by the Company.

P. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

Q. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

Q.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be in terms of this Scheme shall be subject to the provisions of the Companies Act, 2013 and rules framed thereunder read with the provisions of Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Q.2. The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having same ratio.

Q.3. New Equity shares of the Company issued may be listed and / or admitted to trading on the Bombay Stock Exchange (BSE) where the shares of Company is listed and / or admitted to trading in terms of the applicable bye-laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Q.4. The Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled the said Stock exchanges shall list and / or admit such equity shares also for the purpose of trading.

Q.5. For the purpose of issue of equity shares to the shareholders, the Company shall, if and to the extent required, apply for and obtain the required statutory approvals including approval of Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares.

Q.6. The Equity Shares to be issued by the Company pursuant to this Reduction of capital, in respect of Equity Shares which are not fully paid up shall be reduced through this scheme of Reduction of Capital.

Q.7. The Company, shall issue Equity shares within 120 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s) whichever is later.

Q.8. The company will make necessary application to the NSDL & CDSL the depositary for admission of the new capital of the company to be raised on accounts of Reduction of capital of the Company.

R. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof.

The Company may, instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In the case of shares held in dematerialised and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

S. Notwithstanding anything contained herein with respect to the proposed Reduction of Share Capital, the Company may, in due course, without awaiting the order of the National Company Law Tribunal (NCLT) in relation to the proposed Reduction of Share Capital, obtain the requisite approvals under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, rules and regulations, and may issue fresh securities by way of preferential allotment of Equity Shares, Warrants and/or any other permissible securities/instruments in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Any such Equity Shares, Warrants or other securities/instruments issued pursuant to such preferential allotment shall be treated as a fresh and independent issuance of securities and shall, to the extent legally permissible, not be liable to or considered for the purpose of the proposed Reduction of Share Capital as explained hereinabove above proposed in Resolution.

The Board sought the approval of members for resolution No. 8 and 9 by way of a **Special Resolution** including authoring the Board to give effect to the resolution post approval from the NCLT (National Company Law Tribunal) and other Statutory and Regulators including Stock Exchange & SEBI. The Company is only listed at BSE.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned in Item No. 8 and 9 of the Notice.

Members can take inspection at the Registered office of the Company between 11.00 a.m. to 06.00 p.m. and at free of cost can obtain copy of the following Documents till the end of the meeting of the members scheduled to be held on 11th September, 2026.

Sl. No.	Descriptions
1	Certified true copy of the resolution passed by the Board of Directors of the company on 08/08/2026 approving the scheme.
2	Certified copy of the Draft Scheme of Reduction of Capital proposed to be filed before the NCLT.
3	Report from the Audit Committee dated 08/08/2026 recommending the draft scheme taking into consideration, inter alia, the valuation report
4	Shareholding pattern of the Company- pre and post Reduction of Capital as per the format provided under Regulation 31 of the LODR Regulations,
5	Audited financials of the Company for the last 3 financial years .
6	Capital Built up and Built of the Accumulated Losses
7	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as per section 133 of the Companies Act, 2013
8	Detailed Compliance Report duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.
9	Valuation Report received from the Registered Valuer - Securities or Financial Assets Mr. Bhavesh M Rathod Chartered Accountant (Reg No: IBBI/RV/06/2019/10708)
10	List of Creditors
11	Memorandum & Article of Association of the Company.

The Scheme of Reduction of Share Capital and Other Annexures is annexed as Annexure-I and forms the integral part of this Annual Report.

By Order of Board
For OXFORD INDUSTRIES LIMITED

Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083

Date- 08/08/2026
Place- Mumbai

SCHEME OF REDUCTION OF SHARE CAPITAL

BETWEEN

OXFORD INDUSTRIES LIMITED
(CIN : L17112MH1980PLC023572)

AND

ITS SHAREHOLDERS

(UNDER SECTION 66 AND OTHER APPLICABLE SECTIONS

OF THE COMPANIES ACT, 2013 AND THE NATIONAL COMPANY LAW TRIBUNAL

(PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016)

SCHEME OF REDUCTION OF SHARE CAPITAL

PREAMBLE OF THE SCHEME

This scheme of reduction of share capital is presented by **OXFORD INDUSTRIES LIMITED** (CIN: L17112MH1980PLC023572) is a Public company **('Company'** or **'OIL'**), pursuant to the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 and the NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016 **('Scheme'**).

PARTS OF THE SCHEME

This Scheme is divided into following parts:

a) **PART A** which deals with definitions and interpretations;

b) **PART B** which deals with details of the Company;

c) **PART C** which deals with reduction of share capital of the Company and listing of shares post reduction of capital; and

d) **PART D** which deals with general terms and conditions applicable to the Scheme and other matters consequential, incidental, or integrally connected therewith of.

PART A

DEFINITIONS AND INTERPRETATIONS

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context thereof, the following expressions shall have the meanings respectively assigned against them:

1.1. **'Accumulated Losses'** shall mean the debit balance in the profit and loss account as shown in the Audited Accounts of the Company as on March 31, 2026;

1.2. **'Act'** or the **'the Act'** means the Companies Act, 2013 as notified, and ordinances, rule and regulations made thereunder and shall include any statutory modification, re-enactment or amendments thereof, from time to time;

1.3. **'Applicable Law(s)' or 'Law(s)'** means any statutes, notification, bye laws, rules, regulations, guidelines, or common law, policy, code, directives, ordinance, Schemes, notices, instruments, decrees, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force;

1.4. **'Appropriate Authority'** means any governmental, statutory, regulatory, departmental or public body or authority of the relevant jurisdictions, including (without limitation) if applicable, the National Company Law Tribunal, Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Official Liquidator, Bombay Stock Exchange, Securities and Exchange Board of India and other regulatory authorities;

1.5 '**Appointed Date'** means 1st April 2026 or such other calendar date as approved by the Hon'ble NCLT;

1.6. **'Board'** or **'Board of Directors'** in relation to each Company means the Board of such Company and shall include a committee of directors or any person authorized by such Board or such committee of directors duly constituted and authorized for the purposes of matters pertaining or relating to this Scheme;

1.7. **'BSE'** shall mean Bombay Stock Exchange Limited;

1.8. **'Effective Date'** means the date on which the certified copy of the order of NCLT sanctioning the Scheme is filed with the Registrar of Companies, Cuttack ;Any references in this Scheme to the 'date of coming into effect of this Scheme' or 'effectiveness of the Scheme' or 'Scheme taking effect' or 'upon this Scheme coming into effect' shall mean the Effective Date;

1.9. **'Employees'** means all the permanent employees, temporary employees and / or part-time employees of the Company as on the Effective Date;

1.10. **'Equity Shares'** means 59,36,000 fully Paid-Up equity shares of Rs 10/- each and 14,700 partly paid up equity shares of Rs. 5/- each as issued by the Company;

1.11. **"Income-tax Act, 1961'** or **'IT Act'** means the Income-Tax Act, 1961 as may be amended or supplemented from time to time, including any statutory modifications, re-enactments or replacement thereof together with all applicable rules, regulations, by-laws, orders, ordinances, directions, notifications, policies, clarifications and the like issued thereunder;

1.12. **'Listing Agreement'** shall mean the agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designed securities as per the provisions of Listing Regulations;

1.13. **'Listing Regulations'** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

1.14. **'National Company Law Tribunal'** or **'NCLT'** means the National Company Law Tribunal, Cuttack Bench, Odisha including all its benches whose jurisdiction the registered office of the Company is situated;

1.15. **'OIL'** or **'Company'** shall mean **Oxford Industries Limited** (CIN: L17112MH1980PLC023572) is a Public Limited Company incorporated on 11th December, 1980 and Listed at BSE, having registered office at 136- B, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East) Mumbai 400 072.
*The Company has proposed to shift its registered office from State of Maharashtra to State of Odisha in its Board Meeting held on 8th August, 2026, subject to approval of members in ensuing Annual General Meeting.
The BSE code of the company is 514414;

1.16. **'Order'** means an order passed by the NCLT sanctioning this Scheme of Reduction of Capital under section 66 of the Companies Act, 2013 and rules framed there under;

1.17. **'Record Date'** means the specific date chosen by a company in consultation with the designated stock exchange as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine which shareholders are eligible to receive new shares post reduction of capital of the company. It's the cut-off point for compiling a list of eligible shareholders;

1.18. **'Registrar of Companies'** or **'ROC'** means the Registrar of Companies, (ROC) in Cuttack, in Odisha, India;

1.19 **"Regional Director of Companies"** means the Regional Directorate, Cuttack, (South East Region Directorate);

1.20. **"RSC Procedure Rules'** means NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016;

1.21. **'Rs'** or **'Rupee(s)'** means Indian Rupee, the lawful currency of the Republic of India;

1.22. **'Scheme'** or **'this Scheme'** or **'the Scheme'** means this scheme of reduction of share capital between the Company and its shareholders in its present form or with such alterations(s) / modification(s) as may be approved, imposed or directed by NCLT. This is reduction of capital of the company under Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016);

1.23. **'SEBI'** means Securities and Exchange Board of India;

1.24. **'SEBI Circular'** means SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and *SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024* ;

1.25. **'Tax' or 'Taxes' or Taxation'** shall mean all taxes (direct / indirect) on net income, gross income, gross receipts, sales, use, services, ad valorem, value-added, capital gains, corporate income tax, minimum alternate tax, buyback distribution tax, dividend distribution tax, transfer, franchise and profits; withholding tax; property tax; water tax; any tax payable in a representative capacity, goods and service tax; service tax, value-added tax, duties of custom and excise, octroi duty, entry tax, stamp duty, other governmental charges or duties or other taxes or statutory payments in relation to contract labour and/ or other contractors and/ or sub-contractors, statutory pension or other employment benefit plan contributions, fees, assessments or charges of any kind whatsoever, including any surcharge or cess thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; and Taxation will be construed accordingly;

All terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contract (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, Listing Regulations, Listing Agreement or other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory amendment, modification or re-enactment thereof, from time to time.

2. INTERPRETATION

In this Scheme, unless the context otherwise requires:

2.1. Words denoting singular shall include plural and vice versa;

2.2. References to “persons” shall include individuals, body corporates (wherever incorporated), government, state or agency of state, un-incorporated entities, joint ventures, associations, partnerships and proprietorship;

2.3. headings, subheadings, titles, subtitles to clauses, sub-clauses and paragraphs are for information and convenience only and shall not form part of the operative provisions of this Scheme and shall be ignored in construing the same;

2.4. References to the word “include” or “including” shall be construed without limitation;

2.5. References to days, months and years are to calendar days, calendar months and calendar years, respectively;

2.6. Reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;

2.7. Reference to a document includes an amendment or supplement to, or replacement or novation of, that document;

2.8. Word and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them;

2.9. reference to any law or to any provision thereof shall include references to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision;

2.10. A reference to a balance sheet or profit and loss account shall include a reference to any note forming part of it;

2.11. One gender includes all genders and references to any gender includes a reference to other genders; references to "it" shall be deemed to include references to "him" or "her" as the case may be; and

2.12. The Registered Office of the Company is presently situated in the State of Maharashtra, under the jurisdiction of the Registrar of Companies, Mumbai, Maharashtra.

*The Company has proposed to shift its Registered Office from the State of Maharashtra to the State of Odisha, pursuant to the approval of the Board of Directors at its meeting held on 8th August, 2026, subject to the approval of the Members at the ensuing Annual General Meeting and such other approvals as may be required under the applicable provisions of the Companies Act, 2013.

Upon obtaining the requisite approvals and completion of the necessary statutory formalities, the Registered Office of the Company shall be situated in the State of Odisha, under the jurisdiction of the Registrar of Companies, Cuttack, Odisha.

PART B

DETAILS OF THE COMPANY

3. BACKGROUND OF THE COMPANY SINCE INCORPORATION

3.1. The Company was incorporated on 11th December, 1980 under the provisions of the Companies Act, 1956 as a Company limited by Shares under the jurisdiction of Registrar of Companies, Mumbai, Maharashtra in the name and style of L. S. Synthetics Private Limited and subsequently changed its name to L. S. Synthetics Limited. The Name of the company further changed from L. S. Synthetics Limited to Oxford Industries Limited by Registrar of Companies, Mumbai, Maharashtra on 07th December, 1994.The CIN of the Company is L17112MH1980PLC023572.

3.2. Presently, the registered office of the Company is situated at 136, B wing, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East) Mumbai 400 072, and in the state of Maharashtra, India – 400 072.

*The Company has proposed to shift its Registered Office from the State of Maharashtra to the State of Odisha, pursuant to the approval of the Board of Directors at its meeting held on 8th August, 2026, subject to the approval of the Members at the ensuing Annual General Meeting and such other approvals as may be required under the applicable provisions of the Companies Act, 2013.Upon obtaining the requisite approvals and completion of the necessary statutory formalities, the Registered Office of the Company shall be situated in the State of Odisha, under the jurisdiction of the Registrar of Companies, Cuttack, Odisha.

3.3. The Company has one type of Shares “Equity Shares” of face value of Rs 10/- each. The Equity Shares of the Company are listed on BSE.

3.4. This Scheme is made pursuant to the provisions of Section 66 of the Companies Act, 2013 and other applicable provisions of the Act and provides for writing off the Accumulated Losses against the capital of the company. The Losses on account of Businesses carried by the Company.

4. MAIN OBJECTS OF THE COMPANY

4.1. That the main objects of the Company as per Clause III (A) of the Memorandum of Association of the Company are:

1. To carry on business in India and elsewhere, as manufacturer and processes of dealer in and import and export of natural and synthetic fibres and yarns and textiles made therefrom.

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2. To carry on business in India and elsewhere, as manufacturer and dealer in, and import and export of Readymade Garments and Hosiery articles.

3. * To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, Medicare, nursing homes, health care, diagnostic, health aids, and research centres. To buy, sell, manufacture, import, export, distribute and otherwise deal in cosmetics, nonprescribed drugs, health care products, preservatives. To carry on the business of manufacturers, processor, traders, importers, exporters in Pharmaceuticals and other relevant items and provide support services.

4. * To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer hospitals, Medicare, nursing homes, health care, diagnostic, health aids, and research centres. To provide medical relief to the public in all branches of medical schemes by all available means.

5. * To carry on the business of manufacturers, processor, traders, importers, exporters in Pharmaceuticals, cosmetic products pharmaceutical-fine chemicals, pharmaceutical products, medical chemical preparations, compounds, injectables, tablets & other related items & to do business as as dealers of surgical, scientific diagnostic, therapeutic equipment, dental materials & other related equipment, appliances & accessories, clinic franchise, hospitals, pharmacy, scan / lab centre & Other support/ Consulting Services including to develop applications for managing patient information and records, clinical information, radiology and laboratory information, financial records, insurance claims, and operations of hospitals, medical practices, clinics, pharmacies, and laboratories.

***** The Board in its Meeting held on 17th July, 2026 proposed for the enlargement of Main object clause of the Company subject to the approval of the Members in ensuing Annual General Meeting. Also, the Board has proposed to adopt new MOA and AOA as per Companies Act, 2013 subject to the approval of Shareholders in its ensuing Annual General Meeting (AGM).

4.2. The Company is primarily engaged in the business of above stated main object.

4.3. In the last five years:

(a) The Name and Object of the company has not changed.
(b) There was no change in the registered office of the Company from one state to another.
(c) There was no increase of the Authorised capital of the Company.
(d) There was a change of Management of the Company in compliance with Regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the Financial Year 2025-2026.
(e) The Company has enlarged its Main Object Clause of Memorandum of Association (MOA) and proposed to adopt the Memorandum of Association (MOA) and Articles of Association (AOA) in accordance with the provisions of the Companies Act, 2013. The same is subject to the approval of the members of the Company at the ensuing Annual General Meeting scheduled to be held on 11th September, 2026.
*The Company proposed to change Registered Office from State of Maharashtra to State of Odisha and Jurisdiction of NCLT will be Cuttack Bench, Odisha.

4.4 The Company is a Listed Company and presently listed with BSE. Being a Listed Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations'**) are applicable to the Company.

5. CAPITAL STRUCTURE OF THE COMPANY

5.1. The Authorised, Issued, Subscribed and Paid-up share capital of the Company as on 31st March 2026 was as under:

A. Authorised Share Capital	**Amount in Rs.**
95,00,000 Equity Shares of Rupees 10/- each	9,50,00,000
6,00,000 Redeemable Preference Shares of Rs 100/- each	6,00,00,000
Total	**15,50,00,000**
B. Issued, Subscribed & Paid-Up Capital	
(i) Issued and subscribed 59,43,350 Equity Shares of Rupees 10/- each	5,94,33,500
(ii) Partly Paid up : 14,700 Equity shares @ Rs. 5/- each	(73,500)
Total Paid up capital (i – ii)	5,93,60,000
Calls in arrears of 14,700 Equity shares @ Rs. 5/- each	73,500

The Board through this scheme of arrangement proposed to forfeit (by way of reduction) 14,700 partly paid-up equity shares under section 66 of the Companies Act, 2013.

6. COMPLIANCE WITH TAX LAWS

The Scheme has been drawn up to comply with the provisions of the Income-Tax Act, 1961 to the extent applicable. If any terms or the provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the Act at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to that extent determined necessary to comply with the provisions of the Income-tax Act, 1961.

PART C

REDUCTION OF SHARE CAPITAL OF THE COMPANY

7. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

7.1. The company suffered business losses on account of Manufacturing, Import & Export of natural and synthetic fibres and yarns and textiles and Readymade Garments and Hosiery articles due to commercial market condition in India. Non-receipt of the outstanding dues from various parties after follow ups, legal recourses, etc.

7.2. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.

7.3. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.

7.4. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

7.5. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.

7.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.

7.7. The proposed reduction of the Paid-Up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors. Also, the company proposed to reduce the partly paid up shares.

7.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.

7.9. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any Paid-Up capital.

7.10. Pursuant to the change in the management of the Company in compliance with Regulations 3 and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the new management has undertaken a review of the Company's business operations and long-term growth strategy. In order to strengthen the Company's financial position, facilitate future business expansion, and support its strategic objectives, the new management proposes to restructure the capital of the Company.

8. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

8.1. The Company's book would more accurately represent its financial position.

8.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.

8.3. This reduction of capital of the company will help the company to raise fresh capital by private placement basis, right issue or any other permissible mode as per the applicable Laws.

8.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.

8.5. The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in favor of the Company.

8.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.

8.7. Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Profit and loss Account, Capital Reserves, Securities premium accounts, partly paid up capital, general reserves, retained earnings to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable and as per the provisions of Companies Act, 2013 and rules framed thereunder.

8.8. By virtue of Article 71 of Articles of Association (AOA), read with amended Articles of Association (AOA) Article 37 of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 1956/2013.

As per Article 71 of the earlier Articles of Association of the Company and as per amended AOA Article 37: the Company may by special resolution, reduce in any manner and with and subject to, any incident authorised and consent required by Law:

(a) Its share capital;
(b) Any capital redemption reserve account;
(c) Any share premium account; or
(d) Any Reserves.

9. EFFECTS OF THE SCHEME

9.1. As on 31st March 2026, the Company has Accumulated Business Losses of Rs. (12,95, 40,119) (Rupees Twelve crores Ninety Five Lakhs Forty thousand One Hundred and Nineteen). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".

9.2. The losses were on account of adverse market conditions and accumulated losses in the past 5 – years is as under:

Year	Equity Capital (A) (Rs.)	Capital Reserve (B) (Rs.)	Securities Premium (C) (Rs.)	General Reserve (D)(Rs.)	Earlier Years Retained Earnings (E) (Rs.)	Retained Earnings of the Year (F) (Rs.)	Total Networth G=A+B+C+D+E+F (Rs.)
2021-22	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(24,03,82,334)	11,03,88,514	(1,23,36,109)
2022-23	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,99,93,819)	(6,91,001)	(1,30,27,109)
2023-24	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,06,84,921)	9,45,231	(1,20,81,979)

2024-25	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,97,40,292)	(50,31,461)	(1,71,14,042)
2025-26	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,47,71,074)	52,30,955	(1,18,82,408)

****The Paid-Up capital of the company consists of Calls in arrears of Rs. 73,500/- for Partly paid up 14,700 Equity shares.***

9.3. The Net worth of the Company as on 31st March 2026 is Rs. (1,18,82,408).

The detail Calculation of Net worth of the Company as on 31st March 2026 is as follows :

Net worth as on 31st March 2026	**Rs.**
Issued, Subscribed & Paid Up : 59,43,350 Equity Shares of Rupees 10/- each	5,94,33,500
Less : Calls in arrears (14,700 Partly paid up Equity shares @ Rs. 5/- each)	(73,500)
Add: Securities Premium	4,32,85,000
Add: General Reserve	1,23,18,111
Add: Capital Reserve	26,94,600
Total A:	**11,76,57,711**
Accumulated Losses B:	**(12,95,40,119)**
Net worth A – B	**(1,18,82,408)**

9.4. **Capital Reduction:**

The proposed reduction in capital of the company is as under:

Particulars	**(Amount in Rs.)**		
	As on 31st March 2026 (Rs.) (A)	**Proposed Utilization of losses for reduction of capital (Rs.) (B)**	**Balance capital post Capital Reduction C = A-B (Rs.)**
Fully Paid-Up capital (Equity shares) consists of 59,36,000 equity shares of face value of Rs. 10/- each	5,93,60,000	5,87,66,400	5,93,600

Partly Paid-Up capital 14,700 equity shares (Rs. 5 calls in arrears) #	73,500	73,500	NIL
General Reserves	1,23,18,111	1,23,18,111	NIL
Capital Reserves	26,94,600	26,94,600	NIL
Securities Premium	4,32,85,000	4,32,85,000	NIL

the whole partly paid-up capital consist of 14,700 equity shares will be reduced from the capital of the company.

Post Reduction of capital the Paid-Up capital of the Company will consist of 59,360 fully paid up equity shares of face value of Rs. 10/- each aggregating to Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only).

The losses post reduction will be (Rs. 1,24,76,008/-).

9.5. **ACCOUNTING TREATMENT**

Upon the Scheme under Section 66 read with Section 52 of the Act becoming effective, the Company shall account for the reduction of share capital in its books of accounts under applicable accounting standards and other accounting principles.

9.5.1 With effect from the appointed date and upon the scheme becoming effective, the amount of share capital as extinguished as per this clause shall be reduced from the Equity Share Capital of the company (including partly paid up shares) and correspondingly from debit balance of the Profit and Loss account, Securities Premium, retained earnings etc. of the Company.

9.5.2 The company will comply with all the relevant accounting policies and Indian Accounting standards and relevant provisions as per section 133 of the Companies Act, 2013 to the extent applicable to the company about the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other applicable provisions of the Laws for the time being in force.

9.5.3 The Retained Earnings are reflected at Note No. 2(7) B - Under the heading of Other Equity of the Audited Accounts for the year ended 31st March, 2026.

9.6. Post Reduction the capital of the Company: Upon Scheme being effective, the amount standing under the Heading of other equity as explained in clause 9.4 issued, subscribed & Paid-Up Capital of the Company will be 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) consist of 59,360 (Fifty Nine Thousand Three Hundred and Sixty) equity shares of Rs. 10/- each.

9.7. **FRACTIONAL SHARES:**

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. The company will set up a trust to deal with the fractional shares as per SEBI Circular No SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and the same will be headed by the Chairman of Audit Committee.

On allotment of the fractional shares to the chairman of audit committee the shares will be sold in open market within 90 days from the date of allotment of shares as per the draft scheme submitted to SEBI and based on entitlement of fractional shareholders.

If any amount not claimed or debited to the said fractional shareholders, the trust as created above transfer unclaimed amount within 120 days from the expire of negotiable instrument to Investor Education and Protection Fund (IEPF) of SEBI and report will be filed to Stock Exchange (SE).

The company shall submit to the designated stock exchange are port from its Audit Committee and the Independent Directors certifying that the company has compensated to the eligible shareholders and the company will submit such reports within 7 days of compensating the shareholders.

10. PRE AND POST SHAREHOLDING PATTERN

10.1. Pending convertible warrants into equity shares**:** There were no convertible warrants to be converted in to equity shares pending for allotment in the company.

10.2. Partly Paid Up Shares: The Company has 14,700 partly Paid-Up shares as on date. Through this scheme of reduction of Share capital, the same will be extinguished fully in compliance with section 66 of the Companies Act, 2013 and rules framed thereunder.

10.3. The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of reduction of capital of the Company. The Pre & post Shareholding pattern of the company as effective date as under:

Category	Particulars	Prior to the Scheme of Arrangement		Post reduction under Scheme	
		No. of Shares	**% to Total**	**No. of Shares**	**% to Total**
(A)	Promoters & Promoter Group	**27,61,576**	**46.46**	**27,579**	**46.46**
(B)	Public	**31,81,774**	**53.54**	**31,781**	**53.54**
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	**59,43,350**	**100**	**59,360**	**100**

10.4. There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of reduction of capital of the company.

10.5. This Scheme Solely provide for writing off the accumulated business losses of the company against the share capital of the listed entity applied uniformly across all shareholders on pro-rata basis and/or against the reserves of the company.

11. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES

11.1. The said new Equity Shares issued and allotted by the Company will be in terms of this Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

11.2. The shares to be issued to the members of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having same ratio.

11.3. The Company, shall issue Equity shares within 120 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s) whichever is later.

11.4. The company will make necessary application to the NSDL & CDSL the depository for admission of the new capital of the company to be raised on accounts of Reduction of capital of the Company.

11.5. **CANCELLATION OF SHARES**

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Those shareholders whose holding presently in physical form, the company will issue and allot entitled shares post reduction of capital new share certificates to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital and the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Company instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

12. DESIGNATED STOCK EXCHANGE

The Company is listed exclusively on BSE. Hence, the designated stock exchange for interaction with SEBI shall be BSE.

13. COMPLIANCE WITH LISTING AGREEMENT

13.1. Notwithstanding the reduction of capital of the Company in pursuance of this Scheme, the listing benefits of the Company on the BSE where the shares of the Company are listed shall continue and the Company will comply with the applicable provision of the SEBI (LODR) Regulations, 2015 and Listing Agreement with the BSE.

The Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per the SEBI (LODR) Regulations, 2015. On such formalities being fulfilled the said Stock exchanges shall list and / or admit such equity shares also for the purpose of trading.

13.2. For the purpose of issue of equity shares to the shareholders of the Company shall, if and to the extent required, apply for and obtain the required statutory approvals including approval of Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares

13.3. The New Equity shares issued and allotted to the members post reduction of the capital of the company under this scheme may be listed and / or admitted to trading on the Bombay Stock Exchange (BSE) where the shares of Company is listed and / or admitted to trading in terms of the applicable bye-laws and regulations.

13.4. As per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as the a*pplicable SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024, inter-alia read as:*

"Nothing contained in Regulation 37 shall apply to draft schemes which Soley provide for writing off accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on pro-rata basis or against the reserves of the listed entity, if such draft schemes are filed with recognised stock exchanges for purpose of disclosures."

Hence the company after filling the Scheme documents with BSE and on obtaining necessary approval from the Shareholders will approach the Hon'ble Tribunal.

PART D

GENERAL TERMS AND CONDITIONS

14. CONDUCT OF BUSINESS BY THE COMPANY

The Scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations / commitments in the ordinary course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company during the course or after the approval of Scheme.

15. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of agreement / settlement entered into with employees' union / Employee or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favourable to them than those applicable to them immediately before the Scheme.

16. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay the debts in ordinary course of business. The Creditors of the company will not be affected with this reduction of capital as their claim has not diluted or altered or alienated directly or indirectly for the purpose of this Capital Reduction.

Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors / lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

17. CHANGE OF MANAGEMENT

There will be no change of Management or shareholding of the promoters on accounts of Reduction of capital.

18. LEGAL PROCEEDINGS

Without prejudice to the foregoing, if any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature by or against the Company is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of this reduction of share capital or of anything contained in this Scheme, but the proceedings of the Company will be continued, prosecuted and enforced by or against the Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Company before this Scheme.

19. CONTRACTS, DEEDS, AGREEMENTS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature to which the Company is a party subsisting or having effect immediately on the Effective Date, shall remain in full force and effect against or in favour of the Company, as the case may be, and shall be enforced by or against the Company as fully and as before this Scheme.

20. APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application / petition under Section 66 read and other applicable provisions of the Act read with Rules framed thereunder to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

Presently the Registered Office of the Company located in the State of Maharashtra under the jurisdiction of Registrar of Companies, Mumbai.

*The Company has proposed to shift its Registered Office from the State of Maharashtra to the State of Odisha, pursuant to the approval of the Board of Directors at its meeting held on 8th August, 2026, subject to the approval of the Members at the ensuing Annual General Meeting and such other approvals as may be required under the applicable provisions of the Companies Act, 2013.

Upon obtaining the requisite approvals and completion of all necessary statutory formalities, the Registered Office of the Company shall be situated in the State of Odisha and shall fall under the jurisdiction of the Registrar of Companies, Cuttack, Odisha.

For the purposes of the proposed Reduction of Share Capital and other matters incidental and connected thereto, the Company shall be subject to the jurisdiction of the National Company Law Tribunal (NCLT), Cuttack Bench, Odisha, and the Registrar of Companies, Cuttack, Odisha.

21. MODIFICATIONS / AMENDMENTS TO THE SCHEME

21.1. The Company, by its Board or such other committee / person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and / or consent to any modifications / amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE and / or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.

21.2. The Company, by its Board, are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether by reason of any directive or order of any authority or howsoever, arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.

21.3. The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so, mutually agreed in writing by the Company.

22. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

22.1. The Scheme being approved by the shareholders of the Company by way of a Special resolution in a general meeting of the Company;

22.2. As per the SEBI Circular bearing No. SEBI/LAD-NRO/GN/2024/218 December 12, 2024 and provisions of Regulation 37 of SEBI (LODR) Regulations, 2015, the Company not required to make any application for obtaining any observation letter / no-objection letter from the BSE for the implementation of the Scheme of reduction of capital. The company is required file a copy of the scheme of reduction of capital under section 66 of the Companies Act, 2013 and rules framed thereunder to the designated Stock Exchange;

22.3. The Scheme being sanctioned by the NCLT under Section 66 of the Act and the Rules framed thereunder;

22.4. Certified true copy of the Order of the Hon'ble NCLT being filed with the Registrar of Companies, by the Company.

23. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals referred to in the Clause 9, 11 and 13 being denied or not being available, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

24. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

25. SEVERABILITY

If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board, affect the adoption or validity or interpretation of the other parts and / or provisions of this Scheme. It is hereby clarified that the Board, in their absolute discretion, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the Company or its shareholders or creditors or Employees or any other person.

26. COSTS, CHARGES AND EXPENSES

All costs, charges, duties and levies (except for stamp duty costs) arising out of or incurred in carrying out and implementing this Scheme of reduction of capital and matters incidental thereto shall be borne by the Company.

27. FORM OF MINUTE UNDER SECTION 66(5) OF THE ACT

The form of minute proposed to be registered under Section 66(5) of the Act, is as follows:

1. Set off an amount of Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred Eleven Only) out of the total accumulated losses of Rs. 12,95,40,119/- (Rupees Twelve Crores Ninety-Five Lakhs Forty Thousand One Hundred Nineteen Only) the details are as follows:

(a) Reduction of the fully paid-up equity share capital of the Company to the extent of Rs. 5,87,66,400/- (Rupees Five Crores Eighty-Seven Lakhs Sixty-Six Thousand Four Hundred Only) out of the existing fully paid-up equity share capital of Rs. 5,93,60,000/- (Rupees Five Crores Ninety-Three Lakhs Sixty Thousand Only), comprising 59,36,000 equity shares of face value of Rs. 10/- each;

(b) Reduction of the partly paid-up share capital amounting to Rs. 73,500/- comprising 14,700 equity shares;

(c) Adjustment against the General Reserve and Other Reserves aggregating Rs. 1,50,12,711/- (Rupees One Crores Fifty Lakhs Twelve Thousand Seven Hundred and Eleven Only); and

(d) Adjustment against the Securities Premium Account amounting to Rs. 4,32,85,000/- (Rupees Four Crores Thirty-Two Lakhs Eighty-Five Thousand Only).

Accordingly, the aforesaid amounts shall be utilized for writing off the accumulated losses of the Company, resulting in the reduction of the accumulated losses to the extent of **Rs. 11,71,37,611/-**, subject to obtaining the requisite approvals of the shareholders, the National Company Law Tribunal, and such other statutory or regulatory authorities as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

2. (a) The Paid up capital of the company post reduction of capital is of Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred Sixty) Equity Shares of Rs. 10/- (Ten only) each.”

(b) The Company shall not be required to use the words "AND REDUCED" as part of its corporate name and such use is dispensed with.

28. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

28.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be in terms of this Scheme shall be subject to the provisions of the Companies Act, 2013 and rules framed thereunder read with the provisions of Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28.2 The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having same ratio.

28.3 New Equity shares of the Company issued may be listed and / or admitted to trading on the Bombay Stock Exchange (BSE) where the shares of Company is listed and / or admitted to trading in terms of the applicable bye-laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28.4 The Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled the said Stock exchanges shall list and / or admit such equity shares also for the purpose of trading.

28.5 For the purpose of issue of equity shares to the shareholders, the Company shall, if and to the extent required, apply for and obtain the required statutory approvals including approval of Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares.

28.6 The Equity Shares to be issued by the Company pursuant to this Reduction of capital, in respect of Equity Shares which are not fully paid up shall be reduced through this scheme of Reduction of Capital.

28.7 The Company, shall issue Equity shares within 120 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s) whichever is later.

28.8. The company will make necessary application to the NSDL & CDSL the depositary for admission of the new capital of the company to be raised on accounts of Reduction of capital of the Company.

29. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof.

However, the Company may instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

For Oxford Industries Limited,

Sd/-

Saroj Kumar Choudhury
Managing Director
DIN: 11143083
Dated on this 8th August 2026 at Mumbai

To,
The Board of Directors,
OXFORD INDUSTRIES LIMITED
136-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai,
Maharashtra, India, 400072

We have examined the audited financial statements and other relevant books of accounts and records of **OXFORD INDUSTRIES LIMITED**, for the financial years ended **31 March 2022, 31 March 2023, 31 March 2024, 31 March 2025 and 31 March 2026**.

Based on our examination and the information and explanations provided to us by the management of the Company, we hereby certify that the **Net Worth of the Company**, as computed in accordance with the applicable provisions of the **Companies Act, 2013**, comprises the following:

A. The Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium in the matter of the Capital Reduction of last 5 (Five) Financial Year is as given below:

Year	Equity Capital (A) (Rs.)	Capital Reserve (B) (Rs.)	Securities Premium (C) (Rs.)	General Reserve (D)(Rs.)	Earlier Years Retained Earnings (E) (Rs.)	Retained Earnings of the Year (F) (Rs.)	Total Networth G=A+B+C+D+E+F (Rs.)
2021-22	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(24,03,82,334)	11,03,88,514	(1,23,36,109)
2022-23	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,99,93,819)	(6,91,001)	(1,30,27,109)
2023-24	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,06,84,921)	9,45,231	(1,20,81,979)
2024-25	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,97,40,292)	(50,31,461)	(1,71,14,042)
2025-26	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,47,71,074)	52,30,955	(1,18,82,408)

****The Paid-Up capital of the company consists of Calls in arrears of Rs. 73,500/- for 14,700 Equity shares.***

Note: The above figures have been extracted from the audited financial statements of the Company for the respective financial years.

B. For the purpose of this certificate, **Net Worth** has been considered as the aggregate value of the **paid-up share capital and all reserves created out of profits and securities premium account**, after deducting accumulated losses, in accordance with the relevant provisions of the Companies Act, 2013 and the purpose for which this certificate is issued. We hereby certify that the Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized in the matter of Reduction of Share Capital :

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Net worth as on 31st March 2026	Rs.
Issued, Subscribed & Paid Up : 59,43,350 Equity Shares of Rupees 10/- each	5,94,33,500
Less : Calls in arrears	(73,500)*
Add: Securities Premium	4,32,85,000
Add: General Reserve	1,23,18,111
Add: Capital Reserve	26,94,600
Total A:	**11,76,57,711**
Accumulated Losses B:	**(12,95,40,119)**
Net worth A – B	**(1,18,82,408)**

*Calls in arrears of 14,700 Partly paid up Equity shares @ Rs. 5/- each

This certificate is issued at the request of the Company for submission before **[NCLT / SEBI / Stock Exchange / Registrar of Companies / other authority]** in connection with the proposed reduction of share capital and should not be used for any other purpose.

For Lipika and Associates
Chartered Accountants
FRN: 145364W

Sd/-
Jayesh R Shah
Partner
M. No. 173963
UDIN: 26173963EPRIDK9308

Place: Mumbai
Date: 08/08/2026

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To,
The Board of Directors,
OXFORD INDUSTRIES LIMITED
136-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai,
Maharashtra, India, 400072

We, **M/s. Lipika and Associates**, Chartered Accountants, being the Statutory Auditors of **OXFORD INDUSTRIES LIMITED** (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in **Clause 9.5 of the Draft Scheme of Arrangement for Reduction of Share Capital of OXFORD INDUSTRIES LIMITED** (hereinafter referred to as the "Scheme"), in terms of the provisions of **Section 66 of the Companies Act, 2013** and the rules made thereunder, with reference to its compliance with the applicable Accounting Standards prescribed under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

Our examination has been carried out with reference to the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with the applicable rules made thereunder, and other generally accepted accounting principles in India, to the extent applicable to the Company.

Management's Responsibility
The preparation of the Scheme, including the determination of the terms and conditions thereof and the proposed accounting treatment contained therein, is the responsibility of the Board of Directors of the Company.

The Board of Directors is also responsible for ensuring compliance of the Scheme with the provisions of the Companies Act, 2013, the rules made thereunder, applicable SEBI Regulations, Circulars and Master Circulars, applicable Accounting Standards and other applicable laws and regulations.
The management is further responsible for providing us with all relevant information, records, documents, explanations and representations necessary for the purpose of our examination.

Auditor's Responsibility
Our responsibility is to examine the proposed accounting treatment contained in the Scheme and to report whether such accounting treatment is in conformity with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with the applicable rules made thereunder, and other generally accepted accounting principles in India.

We have conducted our examination in accordance with the **Guidance Note on Reports or Certificates for Special Purposes** issued by the Institute of Chartered Accountants of India ("ICAI") and other applicable guidance issued by ICAI, to the extent relevant.

Our examination included such test checks and verification of the books of account, records, documents and other information as we considered necessary and appropriate for the purpose of issuing this Certificate.

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Relevant Provisions of the Companies Act, 2013

Section 66 of the Companies Act, 2013 permits a company, subject to the confirmation of the National Company Law Tribunal and compliance with the prescribed conditions, to reduce its share capital in accordance with the provisions of the said Section.

Further, Section 66(3) of the Companies Act, 2013 provides that an application for confirmation of reduction of share capital shall not be sanctioned unless the accounting treatment proposed by the company for such reduction is in conformity with the Accounting Standards specified under Section 133 or any other applicable provision of the Companies Act, 2013, and a certificate to that effect by the company's auditor has been filed with the Tribunal.

Section 133 of the Companies Act, 2013 provides for prescription of Accounting Standards by the Central Government, as applicable to the Company.

Provision of section 133 of the Companies Act, 2013 read with Rules framed thereunder, and Generally Accepted Principles in India are relevant provisions for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve. The extract of the provision of Section 133 is as given under:

"The Central Government may prescribe the standards of accounting or any addendum thereto, as recommended by the Institute of Chartered Accountants of India, constituted under section 3 of the Chartered Accountants Act, 1949, in consultation with and after examination of the recommendations made by the National Financial Reporting Authority.

Provided that until the National Financial Reporting Authority is constituted under section 132 of the Companies Act, 2013 (18 of 2013), the Central Government may prescribe the standards of accounting or any addendum thereto, as recommended by the Institute of Chartered Accountants of India, constituted under section 3 of the Chartered Accountants Act, 1949 (38 of 1949), in consultation with and after examination of the recommendations made by National Advisory Committee on Accounting Standards Constituted under section 210A of the Companies Act, 1956."

Proposed Accounting Treatment

Based on our examination of the Draft Scheme, the books of account and other relevant records and information made available to us, and the explanations and representations provided by the management, we understand that the proposed reduction of share capital and the consequential accounting treatment shall be accounted for in accordance with the provisions contained in **Clause 9.5 of the Scheme**.

The proposed accounting treatment, inter alia, provides for adjustment/utilisation, as applicable, of the amount arising pursuant to the reduction of share capital against **Capital Reserve, Securities Premium Account, free reserves and accumulated losses/debit balance of the Statement of Profit and Loss**, subject to the terms and conditions specified in the Scheme.

The amount proposed to be adjusted against **Capital Reserve, Securities Premium Account and other eligible free reserves**, as well as the accumulated losses/debit balance of the Statement of Profit and Loss, shall be accounted for in accordance with the applicable provisions of the Companies Act, 2013, applicable Accounting Standards, other generally accepted accounting principles in India and the provisions of the Scheme.

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Based on the information and explanations provided to us and our examination as aforesaid, **we certify that the proposed accounting treatment contained in Clause 9.5 of the Draft Scheme, insofar as it relates to the reduction of share capital and consequential adjustment/utilisation of Capital Reserve, Securities Premium Account, free reserves and other eligible balances, is in conformity with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with the applicable rules made thereunder, and other generally accepted accounting principles in India**, subject to the Scheme being sanctioned by the competent authority and being implemented in accordance with its terms.

Treatment of Reserves
Based on the books of account and records made available to us, the reserves proposed to be utilised/adjusted pursuant to the Scheme comprise, inter alia, **Capital Reserve, Capital Redemption Reserve, Securities Premium Account and other free reserves**, as specifically identified in the Scheme.

We further certify that the accounting treatment proposed in respect of the aforesaid reserves shall be subject to the restrictions, conditions and requirements prescribed under the Companies Act, 2013 and other applicable laws and regulations.
The utilisation of the **Securities Premium Account** shall be subject to the provisions of **Section 52 of the Companies Act, 2013** and other applicable provisions of law.

The utilisation/adjustment of **Capital Reserve and other free reserves** shall be carried out only in accordance with the provisions of the Companies Act, 2013, applicable Accounting Standards and the terms of the Scheme as sanctioned by the competent authority.

Deposits
Based on the books of account, records, information and explanations provided to us, and the representations made by the management, **we hereby certify that, as at 8 August 2026, the Company is not in arrears in repayment of any deposits accepted by it or interest payable thereon.**

We further understand from the management and the records made available to us that **the Company has not accepted any public deposits which remain outstanding as at the aforesaid date**, as defined under the applicable provisions of the Companies Act, 2013.
Accordingly, based on the information and explanations provided to us, the restriction contained in the proviso to Section 66(1) of the Companies Act, 2013 relating to arrears in repayment of deposits or interest thereon does not operate against the proposed reduction of share capital.

Public Shareholders' Approval
Based on our understanding of the Scheme and the information and explanations provided by the management, the proposed transaction is a **reduction of share capital under Section 66 of the Companies Act, 2013**.

We further certify, based on the representations made to us and our examination of the relevant documents, that the requirement relating to obtaining the approval of the majority of public shareholders referred to in **Paragraph (A)(10)(b) of Part I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023** is **not applicable to the Scheme, as the Scheme relates to reduction of share capital of the Company under Section 66 of the**

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Companies Act, 2013, subject to the applicability and interpretation of the relevant SEBI circulars/regulations prevailing as on the date of filing of the Scheme.

Conclusion
Based on our examination and according to the information and explanations given to us, we hereby certify that the **proposed accounting treatment specified in Clause 9.5 of the Draft Scheme of Arrangement for Reduction of Share Capital of OXFORD INDUSTRIES LIMITED is in conformity with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with the applicable rules made thereunder, and other generally accepted accounting principles in India**, insofar as they relate to the proposed reduction of share capital and consequential adjustment/utilisation of the reserves and accumulated losses as specified in the Scheme.

This Certificate is issued solely for the purpose of submission to the **National Company Law Tribunal ("NCLT"), Securities and Exchange Board of India ("SEBI"), the Stock Exchange(s), Registrar of Companies ("ROC") and such other statutory/regulatory authorities as may be required**, in connection with the proposed Scheme of Arrangement for Reduction of Share Capital and should not be used for any other purpose without our prior written consent.
Our responsibility does not extend to examining the commercial or legal merits of the Scheme, valuation aspects, fairness of the consideration, or compliance with provisions other than those specifically stated in this Certificate.

Nothing contained in this Certificate, nor anything said or done in the course of or in connection with the services that are subject to this Certificate, shall extend any duty of care that we may have in our capacity as the Statutory Auditors of the Company beyond that arising under applicable professional standards and laws.

For Lipika and Associates
Chartered Accountants
FRN: 145364W

Sd/-
Jayesh R Shah
Partner
M. No. 173963
UDIN: 26173963KTZEEO3315

Place: Mumbai
Date: 08.08.2026

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To,
The Board of Directors,
OXFORD INDUSTRIES LIMITED
136-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai,
Maharashtra, India, 400072.

We, the statutory auditors of **OXFORD INDUSTRIES LIMITED**, (hereinafter referred to as "the Company"), have examined the Books of accounts of the Company and other relevant records of the Company and, based on the information and explanations provided to us by the management, hereby certify that, **as at 08th August 2026**, the Company has the following creditors:

1. No secured Creditors;
2. The Un-secured creditors are as Under:

Sr. No.	Name	Amount
1	Ira Aarna Online Paining Pvt Ltd	45,000/-
2	Central Depository Services (India)Ltd.	53,470.11/-
3	National Securities Depository Ltd.	26,550/-
4	Ali Laila (Rent)	6,000/-
5	Sanjog Communication Pvt. Ltd.	1,01,934.50/-
6	Ira Aarna Securities Services Pvt. Ltd.	10,48,600/-
7	MUFG Intime India Pvt. Ltd.	1,30,209.52/-

3. No Trade Creditors:

This Certificate is issued at the request of the OXFORD INDUSTRIES LIMITED pursuant to the requirements of reduction of capital and filing of Company Petition before the NCLT. This Certificate should not be used for any other purpose without our prior written consent.

For Lipika and Associates
Chartered Accountants
FRN: 145364W

Sd/-
Jayesh R Shah
Partner
M. No. 173963
UDIN: 26173963UIGAGM4689
Place: Mumbai
Date: 08.08.2026

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OXFORD INDUSTRIES LIMITED

REGD.OFFICE: 136-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD,
SAKINAKA, ANDHERI (EAST), MUMBAI – 400072, MAHARASHTRA, INDIA
CIN: L17112MH1980PLC023572 GST NO.27AAAC010328326
EMAIL: oxford_industries@yahoo.in, Tele: +91- 9223400434
Website: www.oxfordfabrics.in/

RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN OXFORD INDUSTRIES LIMITED AND ITS SHAREHOLDERS ADOPTED AT ITS MEETING HELD ON SATURDAY, 8th AUGUST, 2026.

The following members of the Audit Committee were present:

Sr. No	Name	Designation
1	Mr. Nitin Arvind Oza	Chairman
2	Mrs. Aakansha Vaid	Member
3	Mr. Saroj Kumar Choudhury	Member

1. BACKGROUND :

A meeting of the Audit Committee of the Company was held on Saturday 8th August, 2026 to consider and recommend to the Board of Directors of the Company, the draft Scheme for reduction of Share Capital ("Scheme") under Section 66 of the Companies Act, 2013 (including other applicable provisions of the Act and the rules framed there under of Oxford Industries Limited (herein after referred as "the Company") with its shareholders, in accordance with the requirement of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 , SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026, and BSE Notice No. 20230929-30 dated 29.09.2023 and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("the Rules") including any amendments thereof, as applicable.

The Scheme provides to Set off an amount of Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred and Eleven Only) out of the total accumulated losses of Rs. 12,95,40,119/- (Rupees Twelve Crores Ninety-Five Lakhs Forty Thousand One Hundred Nineteen Only) the details are as follows:

a) Reduction of the fully paid-up equity share capital of the Company to the extent of Rs. 5,87,66,400/- (Rupees Five Crores Eighty-Seven Lakhs Sixty-Six Thousand Four Hundred Only) out of the existing fully paid-up equity share capital of Rs. 5,93,60,000/- (Rupees Five Crores Ninety-Three Lakhs Sixty Thousand Only), comprising 59,36,000 equity shares of face value of Rs. 10/- each;

b) Reduction of the partly paid-up share capital amounting to Rs. 73,500/- comprising 14,700 equity shares;

c) Adjustment against the General Reserve and Other Reserves aggregating Rs. 1,50,12,711/- (Rupees One Crores Fifty Lakhs Twelve Thousand Seven Hundred and Eleven Only); and

d) Adjustment against the Securities Premium Account amounting to Rs. 4,32,85,000/- (Rupees Four Crores Thirty-Two Lakhs Eighty-Five Thousand Only).

Accordingly, the aforesaid amounts shall be utilized for writing off the accumulated losses of the Company, resulting in the reduction of the accumulated losses to the extent of **Rs. 11,71,37,611/-**, subject to obtaining the requisite approvals of the shareholders, the National Company Law Tribunal, and such other statutory or regulatory authorities as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

Thus, the Paid up capital of the company post reduction of capital is of Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred Sixty) Equity Shares of Rs. 10/- (Ten only) each without payment of any Consideration to the Members from the Paid Up Capital of the company as the said amount is not re-presented any asset of the Company. Accordingly , Reduction of Capital amounts to 99% of Fully paid up share capital of the company.

The draft scheme is and shall be conditional upon and subject to:

a) Approval of the Board and the members of the Company through special resolution in terms of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026;

b) Since there were no extinguishment of any creditors right, the approval of the creditors of the Company is not applicable. The Company will follow any direction as prescribed under the Act and/or as may be directed by the National Company Law Tribunal, Cuttack Bench ("NCLT"), and/or any other appropriate authority as may be applicable;

c) The Company will not obtain the observation letter/no-objection letter from the relevant stock exchange due to Non- Applicability of Regulation 37(6)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company will intimate to BSE Limited relating to Scheme for Reduction of Share capital. The BSE Limited is the designated stock exchange;

d) Sanction by the NCLT under Section 66 and any other applicable provision of the Act;

e) The Company has proposed to shift its Registered Office from the State of Maharashtra to the State of Odisha, pursuant to the approval of the Board of Directors at its meeting held on 8th August, 2026, subject to the approval of the Members at the ensuing Annual General Meeting and such other approvals as may be required under the applicable provisions of the Companies Act, 2013.
Upon obtaining the requisite approvals and completion of the necessary statutory formalities, the Registered Office of the Company shall be situated in the State of Odisha, under the jurisdiction of the Registrar of Companies, Cuttack, Odisha.

f) Certified copy of the order of the NCLT sanctioning the Scheme and the minute of the reduction being filed with the Registrar of Companies (ROC), Cuttack, Odisha by the Company; and

g) the requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of the Scheme.

This report of the Audit Committee is made in compliance with the requirement of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 , SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026 read with BSE notice no. 20230929-30 dated 29.09.2023 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange and Board of India ('SEBI') as amended from time to time, which requires the Audit Committee to submit its report to the Board, that the draft Scheme of the reduction of capital of the Company is not detrimental to the shareholders of the Company.

The following documents were placed before the Audit Committee:

- Draft Scheme for reduction of Capital;
- Audited Financial Statements of the Company for the year ended March 31, 2026;
- Valuation Report received from the Registered Valuer - Securities or Financial Assets Mr. Bhavesh M Rathod Chartered Accountant (Reg No: IBBI/RV/06/2019/10708)

- A certificate from the statutory auditors of the Company, M/s. Lipika & Associates, Chartered Accountants, confirming that the proposed accounting treatment in the books of the Company relating to the reduction of share capital of the Company as set out in Clause 9.5 of the draft Scheme is outside the purview of the applicable accounting standards as specified under Section 133 of the Companies Act, 2013.

In the absence of specific guidance for accounting of transactions relating to the reduction of share capital, the accounting treatment under Clause 9.5. of the draft Scheme is construed to be in conformity with other generally accepted accounting principles in India ("Auditors' Certificate");

Following documents were considered by the Committee:

a. Draft Scheme for Reduction of Capital;
b. Audited Financial Statements of the Company for the year ended March 31, 2026;
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   In the absence of specific guidance for accounting of transactions relating to the reduction of share capital, the accounting treatment under Clause 9.5. of the draft Scheme is construed to be in conformity with other generally accepted accounting principles in India ("Auditors' Certificate");

e. Draft undertaking to be given by the Company confirming that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable to the Scheme along with draft certificate of the Statutory Auditors of the Company, certifying the said undertaking.

2. PROPOSED SCHEME FOR REDUCTION OF CAPITAL :

The Audit Committee reviewed and considered the draft Scheme for reduction of Share capital of the Company on the following grounds:

A. NEED AND RATIONALE FOR THE PROPOSED SCHEME FOR REDUCTION OF SHARE CAPITAL:

The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner subject to compliance of the Listing Regulations and the SEBI Circulars;

The accumulated carry forward losses resulting from the cessation of business operations, have substantially wiped off the value represented by the Share Capital thus, the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and the reflected liabilities and assets Company in its books of accounts.

3. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL :

i. The company suffered business losses on account of Manufacturing, Import & Export of natural and synthetic fibres and yarns and textiles and Readymade Garments and Hosiery articles due to commercial market condition in India. Non-receipt of the outstanding dues from various parties after follow ups, legal recourses, etc.

ii. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.

iii. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.

iv. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

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Website: www.oxfordfabrics.in/

v. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.

vi. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.

vii. The proposed reduction of the Paid-Up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors. Also, the company proposed to reduce the partly paid up shares.

viii. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.

ix. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any Paid-Up capital.

4. SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME :

Here the Scheme of arrangement is for reduction of share capital of the Company which provide following benefits:

i. The Company's book would more accurately represent its financial position.

ii. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.

iii. This reduction of capital of the company will help the company to raise fresh capital on a private placement basis.

iv. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.

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5. IMPACT OF THE SCHEME ON THE SHAREHOLDERS

a. As at 31st March 2026, the Company has Accumulated Losses of Rs. (12,95,40,119) (Rupees Twelve crores Ninety Five Lakhs Forty thousand One hundred and Nineteen). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".

b. The losses were on account of adverse market conditions and accumulated in the past 5 years as under :

Year	Equity Capital (A) (Rs.)	Capital Reserve (B) (Rs.)	Securities Premium (C) (Rs.)	General Reserve (D)(Rs.)	Earlier Years Retained Earnings (E) (Rs.)	Retained Earnings of the Year (F) (Rs.)	Total Networth G=A+B+C+D+E+F (Rs.)
2021-22	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(24,03,82,334)	11,03,88,514	(1,23,36,109)
2022-23	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,99,93,819)	(6,91,001)	(1,30,27,109)
2023-24	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,06,84,921)	9,45,231	(1,20,81,979)
2024-25	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,97,40,292)	(50,31,461)	(1,71,14,042)
2025-26	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,47,71,074)	52,30,955	(1,18,82,408)

***The Paid-Up capital of the company consists of Calls in arrears of Rs. 73,500/- for Partly paid up 14,700 Equity shares.**

c. The Net worth of the Company as on 31st March 2026 is Rs. (1,18,82,408).
Therefore, the Company proposes to utilize balance of Rs. Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred and Eleven Only) for setting off Accumulated Losses of Rs. 12,95, 40,119/- given under Retained Earnings are reflected at Note No. 2(7) B - Under the heading of Other Equity of the Audited Accounts for the year ended 31st March, 2026.
The losses post reduction will be Rs. (1,24,76,008/-)

d. The pre and post reduction of issued, subscribed & Paid Up Capital of the Company against its Accumulated Losses as on 31st March 2026 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

Particulars	**(Amount in Rs.)**		
	As on 31st March 2026 (Rs.) (A)	**Proposed Utilization of losses for reduction of capital (Rs.) (B)**	**Balance capital post Capital Reduction C = A-B (Rs.)**
Fully Paid-Up capital (Equity shares) consists of 59,36,000 equity shares of face value of Rs. 10/- each	5,93,60,000	5,87,66,400	5,93,600
Partly Paid-Up capital 14,700 equity shares (Rs. 5 calls in arrear) #	73,500	73,500	NIL
General Reserves	1,23,18,111	1,23,18,111	NIL
Capital Reserves	26,94,600	26,94,600	NIL
Securities Premium	4,32,85,000	4,32,85,000	NIL

the whole partly paid-up capital consist of 14,700 equity shares will be reduced from the capital of the company.

e. **SCHEME NOT DETRIMENTAL TO THE SHAREHOLDERS OF THE COMPANY** :

The Scheme Provides to Set off an amount of Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred and Eleven Only) out of the total accumulated losses of Rs. 12,95,40,119/- (Rupees Twelve Crores Ninety-Five Lakhs Forty Thousand One Hundred Nineteen Only) the details are as follows:

a) Reduction of the fully paid-up equity share capital of the Company to the extent of Rs. 5,87,66,400/- (Rupees Five Crores Eighty-Seven Lakhs Sixty-Six Thousand Four Hundred Only) out of the existing fully paid-up equity share capital of Rs. 5,93,60,000/- (Rupees Five Crores Ninety-Three Lakhs Sixty Thousand Only), comprising 59,36,000 equity shares of face value of Rs. 10/- each;

b) Reduction of the partly paid-up share capital amounting to Rs. 73,500/-comprising 14,700 equity shares;

c) Adjustment against the General Reserve and Other Reserves aggregating Rs. 1,50,12,711/- (Rupees One Crores Fifty Lakhs Twelve Thousand Seven Hundred Eleven Only); and

d) Adjustment against the Securities Premium Account amounting to Rs. 4,32,85,000/- (Rupees Four Crores Thirty-Two Lakhs Eighty-Five Thousand Only).

Accordingly, the aforesaid amounts shall be utilized for writing off the accumulated losses of the Company, resulting in the reduction of the accumulated losses to the extent of **Rs. 11,71,37,611/-**, subject to obtaining the requisite approvals of the shareholders, the National Company Law Tribunal, and such other statutory or regulatory authorities as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

Thus, the Paid up capital of the company post reduction of capital is of Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred Sixty) Equity Shares of Rs. 10/- (Ten only) each. Accordingly , Reduction of Capital amounts to 99% of Fully paid up share capital of the company. The Capital reduction will not cause any prejudice to the shareholders of the company, as it does not entail any discharge of consideration by the Company in form of cash, or otherwise.

The Company's equity capital structure and the shareholding pattern subsequent to the Scheme will remain unchanged and this reduction will allow the creation of distributable reserves in future for dividend which may get held up due to accumulated losses.

The Committee is of the informed opinion that the proposed scheme is in the best interest of the shareholders of the company and not detrimental to the interest of the shareholders and it has no adverse impact on any shareholders.

6. COST BENEFITS ANALYSIS OF THE SCHEME OR OBJECTS / BENEFITS ARISING OUT OF THE SCHEME :

a. The Company's book would more accurately represent its financial position.
b. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
c. This reduction of capital of the company will help the company to raise fresh capital by private placement basis, right issue or any other permissible mode as per the applicable Laws.
d. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
e. The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in Favor of the Company.
f. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.

g. Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Profit and loss Account, Capital Reserves, Securities premium accounts, partly paid up capital, general reserves, retained earnings to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable and as per the provisions of Companies Act, 2013 and rules framed thereunder.

h. By virtue of Article 71 of Articles of Association (AOA), read with amended Articles of Association (AOA) Article 37 of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 1956/2013.

7. RECOMMENDATION /COMMENTS BY THE AUDIT COMMITTEE ON THE SCHEME :

Taking into consideration the proposed Scheme, other information's and Valuation report received from the registered valuer (Securities and Financial Assets) M/s. Bhavesh Rathod & Co. Chartered Accountant having Registration No. IBBI/RV/06/2019/10708, draft accounting treatment certificate and draft certificates from the statutory auditor, and considering the above rationale of the Scheme, the Audit Committee confirms that the proposed Scheme is not detrimental to any of the shareholders of the Company and is in the best interest of the Company and its shareholders, creditors, and all other stakeholders.

Thus, the Audit Committee hereby recommends the proposed Scheme to the Board of Directors of the Company for its consideration and approval and to proceed with the designated SE for obtaining the in- principle approval accordingly.

By Order of the Audit Committee

Certified true copy

For Oxford Industries,

Sd/-

Nitin Arvind Oza
Chairman of Audit Committee
DIN: 03198502

Dated on this 8th August 2026 at Mumbai

OXFORD INDUSTRIES LIMITED

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REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF OXFORD INDUSTRIES LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN OXFORD INDUSTRIES LIMITED AND ITS SHAREHOLDERS.

The following Independent Directors were present:

1. Mr. Nitin Arvind Oza
2. Mrs. Aakansha Vaid
3. Ms. Iranee Tripathy

The Committee of Independent Directors unanimously elected Mr. Nitin Arvind Oza as the Chairman of the meeting. Thereafter, he took the chair and presided over the meeting.

1. BACKGROUND :

A meeting of the Independent Directors Committee of the Company was held on Saturday 8th August, 2026 to consider and recommend to the Board of Directors of the Company, the draft Scheme for reduction of Share Capital ("Scheme") under Section 66 of the Companies Act, 2013 (including other applicable provisions of the Act and the rules framed there under of Oxford Industries Limited (herein after referred as "the Company") with its shareholders, in accordance with the requirement of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 , SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026, and BSE Notice No. 20230929-30 dated 29.09.2023 and the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 ("the Rules") including any amendments thereof, as applicable.

The Scheme Provides to Set off an amount of Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred and Eleven Only) out of the total accumulated losses of Rs. 12,95,40,119/- (Rupees Twelve Crores Ninety-Five Lakhs Forty Thousand One Hundred and Nineteen Only) the details are as follows:

a) Reduction of the fully paid-up equity share capital of the Company to the extent of Rs. 5,87,66,400/- (Rupees Five Crores Eighty-Seven Lakhs Sixty-Six Thousand Four Hundred Only) out of the existing fully paid-up equity share capital of Rs. 5,93,60,000/- (Rupees Five Crores Ninety-Three Lakh Sixty Thousand Only), comprising 59,36,000 equity shares of face value of Rs. 10/- each;

b) Reduction of the partly paid-up share capital amounting to Rs. 73,500/-comprising 14,700 equity shares;

c) Adjustment against the General Reserve and Other Reserves aggregating Rs. 1,50,12,711/- (Rupees One Crores Fifty Lakhs Twelve Thousand Seven Hundred and Eleven Only); and

d) Adjustment against the Securities Premium Account amounting to Rs. 4,32,85,000/- (Rupees Four Crores Thirty-Two Lakhs Eighty-Five Thousand Only).

Accordingly, the aforesaid amounts shall be utilized for writing off the accumulated losses of the Company, resulting in the reduction of the accumulated losses to the extent of **Rs. 11,71,37,611/-**, subject to obtaining the requisite approvals of the shareholders, the National Company Law Tribunal, and such other statutory or regulatory authorities as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

Thus, the Paid up capital of the company post reduction of capital is of Rs. 5,93,600/- (Rupees Five Lakhs Ninety Three Thousand Six Hundred only) divided into 59,360 (Fifty Nine Thousand Three Hundred and Sixty) Equity Shares of Rs. 10/- (Ten only) each without payment of any Consideration to the Members from the Paid Up Capital of the company as the said amount is not re-presented any asset of the Company. Accordingly , Reduction of Capital amounts to 99% of Fully paid up share capital of the company.

The draft scheme is and shall be conditional upon and subject to:

a) Approval of the Board and the members of the Company through special resolution in terms of the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026;

b) Since there were no extinguishment of any creditors right, the approval of the creditors of the Company is not applicable. The Company will follow any direction as prescribed under the Act and/or as may be directed by the National Company Law Tribunal, Cuttack Bench ("NCLT'), and/or any other appropriate authority as may be applicable;

c) The Company will not obtain the observation letter/no-objection letter from the relevant stock exchange due to Non- Applicability of Regulation 37(6)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the Company will intimate to BSE Limited relating to Scheme for Reduction of Share capital. The BSE Limited is the designated stock exchange;

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e) The Company has proposed to shift its Registered Office from the State of Maharashtra to the State of Odisha, pursuant to the approval of the Board of Directors at its meeting held on 8th August, 2026, subject to the approval of the Members at the ensuing Annual General Meeting and such other approvals as may be required under the applicable provisions of the Companies Act, 2013.
Upon obtaining the requisite approvals and completion of the necessary statutory formalities, the Registered Office of the Company shall be situated in the State of Odisha, under the jurisdiction of the Registrar of Companies, Cuttack, Odisha.

f) Certified copy of the order of the NCLT sanctioning the Scheme and the minute of the reduction being filed with the Registrar of Companies (ROC), Cuttack, Odisha by the Company; and

g) the requisite, consent, approval or permission of the Central Government or any other statutory or regulatory authority, if any, which by law may be necessary for the implementation of the Scheme.

This report of the Committee of Independent Directors is made in compliance with the requirement of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 , SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on 11th July, 2023 and last updated on 30th January, 2026 read with BSE notice no. 20230929-30 dated 29.09.2023 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities Exchange and Board of India ('SEBI') as amended from time to time, which requires the Committee of Independent Directors to submit its report to the Board, that the draft Scheme of the reduction of capital of the Company is not detrimental to the shareholders of the Company.

The following documents were placed before the Independent Directors Committee:

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Following documents were considered by the Committee:

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e. Draft undertaking to be given by the Company confirming that approval of majority of public shareholders as prescribed under Paragraph (A)(10)(b) of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 is not applicable to the Scheme along with draft certificate of the Statutory Auditors of the Company, certifying the said undertaking.

2. COMMENTS BY THE INDEPENDENT DIRECTORS COMMITTEE ON THE SCHEME :

2.1 NEED FOR THE PROPOSED SCHEME FOR REDUCTION OF SHARE CAPITAL :

The proposed reduction of the equity share capital of Company is being undertaken in accordance with the provisions of Section 66 of the Act and the rules made thereunder and specifically the Rules, which permit a company to undertake a reduction of its share capital in any manner subject to compliance of the Listing Regulations and the SEBI Circulars;

The accumulated carry forward losses resulting from the cessation of business operations, have substantially wiped off the value represented by the Share Capital. thus, the financial statements do not reflect the correct picture of the health of the Company. This has given rise to the need to re-adjust the relation between capital and the reflected liabilities and assets Company in its books of accounts.

2.2 RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL :

a. The company suffered business losses on account of Manufacturing, Import & Export of natural and synthetic fibres and yarns and textiles and Readymade Garments and Hosiery articles due to commercial market condition in India. Non-receipt of the outstanding dues from various parties after follow ups, legal recourses, etc.

b. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.

c. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.

d. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

e. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.

f. The proposed reduction of share capital also does not envisage any pay out to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.

g. The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors. Also, the company proposed to reduce the partly paid up shares.

h. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.

i. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.

2.3 SYNERGIES OF BUSINESSES OF THE ENTITIES INVOLVED IN THE SCHEME :

Here the Scheme of arrangement is for reduction of share capital of the Company which provide following benefits:

a. The Company's book would more accurately represent its financial position.
b. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
c. This reduction of capital of the company will help the company to raise fresh capital by private placement basis and other mode of capital raising.
d. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.

2.4 IMPACT OF THE SCHEME ON THE SHAREHOLDERS

a. As at 31st March 2026, the Company has Accumulated Losses of Rs. (12,95, 40,119) (Rupees Twelve crores Ninety Five Lakhs Forty thousand One hundred and Nineteen). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".

b. The losses were on account of adverse market conditions and accumulated in the past 5 years as under :

Year	Equity Capital (A) (Rs.)	Capital Reserve (B) (Rs.)	Securities Premium (C) (Rs.)	General Reserve (D)(Rs.)	Earlier Years Retained Earnings (E) (Rs.)	Retained Earnings of the Year (F) (Rs.)	Total Networth G=A+B+C+D+E+F (Rs.)
2021-22	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(24,03,82,334)	11,03,88,514	(1,23,36,109)
2022-23	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,99,93,819)	(6,91,001)	(1,30,27,109)
2023-24	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,06,84,921)	9,45,231	(1,20,81,979)
2024-25	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(12,97,40,292)	(50,31,461)	(1,71,14,042)
2025-26	*5,93,60,000	26,94,600	4,32,85,000	1,23,18,111	(13,47,71,074)	52,30,955	(1,18,82,408)

****The Paid-Up capital of the company consists of Calls in arrears of Rs. 73,500/- for Partly paid up 14,700 Equity shares.***

c. The Net worth of the Company as on 31st March 2026 is Rs. (1,18,82,408).
Therefore, the Company proposes to utilize balance of Rs. Rs. 11,71,37,611/- (Rupees Eleven Crores Seventy-One Lakhs Thirty-Seven Thousand Six Hundred and Eleven Only) for setting off Accumulated Losses of Rs. 12,95, 40,119/- given under Retained Earnings are reflected at Note No. 2(7) B - Under the heading of Other Equity of the Audited Accounts for the year ended 31st March, 2026.
The losses post reduction will be Rs. (1,24,76,008/-)

d. The pre and post reduction of issued, subscribed & Paid Up Capital of the Company against its Accumulated Losses as on 31st March 2026 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

Particulars	**(Amount in Rs.)**		
	As on 31st March 2026 (Rs.) (A)	**Proposed Utilization of losses for reduction of capital (Rs.) (B)**	**Balance capital post Capital Reduction C = A-B (Rs.)**
Fully Paid-Up capital (Equity shares) consists of 59,36,000 equity shares of face value of Rs. 10/- each	5,93,60,000	5,87,66,400	5,93,600
Partly Paid-Up capital 14,700 equity shares (Rs. 5 calls in arrear) #	73,500	73,500	NIL
General Reserves	1,23,18,111	1,23,18,111	NIL
Capital Reserves	26,94,600	26,94,600	NIL
Securities Premium	4,32,85,000	4,32,85,000	NIL

the whole partly paid-up capital consist of 14,700 equity shares will be reduced from the capital of the company.

3. REASON OF LOSSES AND COMMENTS/OPINION ON THE REASONS FOR LOSSES :

The company suffered business losses on account of Manufacturing, Import & Export of natural and synthetic fibres and yarns and textiles and Readymade Garments and Hosiery articles due to commercial market condition in India. Non-receipt of the outstanding dues from various parties after follow ups, legal recourses, etc.

The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.

The committee is opined / commented that above stated loss is genuine loss and it was occurred due to change in market condition and it is business losses.

4. RECOMMENDATION OF THE INDEPENDENT DIRECTOR COMMITTEE :

Taking into consideration the proposed Scheme, other information's and Valuation report Registered Valuer - Securities or Financial Assets Mr. Bhavesh M Rathod Chartered Accountant (Reg No: IBBI/RV/06/2019/10708) draft accounting treatment certificate and draft certificates from the statutory auditor, and considering the above rationale of the Scheme, **the Independent Directors Committee confirms/ opined that the proposed Scheme of reduction is not detrimental to any of the shareholders of the Company and is in the best interest of the Company and its shareholders, creditors, and all other stakeholders.**

Thus, the Independent Directors Committee hereby also recommends the proposed Scheme to the Board of Directors of the Company for its consideration and approval and it is in the interest of the shareholders and Company.

By Order of the Committee Independent Directors ,

For Oxford Industries,

Sd/-

Nitin Arvind Oza
Chairman of Meeting
DIN: 03198502

Dated on this 8th August 2026 at Mumbai

<u>**DIRECTORS' REPORT**</u>

To,
The Members,
Oxford Industries Limited

Your Board of Directors ("**Board**") are pleased to present this **45**th Annual General Meeting Annual Report of Oxford Industries Limited (The **"Company**") together with the Audited Financial Statements (Standalone) for the Financial Year ended March 31, 2026.

HIGHLIGHTS OF FINANCIAL PERFORMANCE

The Standalone Financial highlights of the Company's operations are summarized below:

PARTICULARS	**(Rs. in Lakhs)**	
	For the year ended 31st March 2026	**For the year ended 31st March 2025**
Revenue from Operation	0.00	227.18
Other Income	70.07	0.00
Total Expenditure	13.53	230.85
Profit before tax	56.55	(50.31)
Tax Expenses (Current Tax)	4.24	0.00
Profit/(Loss) For the period	52.31	(50.31)

STATE OF AFFAIRS OF THE COMPANY

During the year under review, the Company has not incurred revenue from operation as compared to previous year Rs. 227.17 Lakhs. Further the Company have earned from long-term capital gain, notional profit on investment and short-term capital gain of Rs. 70.07 Lakhs as other income.

During the year under review, Profit before tax has been increased from Rs. 56.55 Lakhs in current year as compared to previous year Rs. (50.31) lakhs.

Your Board of Directors expect and will make more efforts to improve the performance of the company during the current year as compared to previous year.

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards ("**Ind AS**") prescribed under Section 133 of the Companies Act, 2013 ("**Act**") read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. The accounts have been drawn up in conformity with the applicable accounting principles and standards without any material departures.

The process of financial reporting is supported by detailed reviews undertaken by the finance function in coordination with the Statutory Auditors to ensure accuracy, transparency and compliance with all applicable.

TRANSFER TO RESERVES

Your Board of Directors do not propose to transfer any amount to the General Reserves for the year under review.

DIVIDEND

Due to working capital requirement, your directors do not recommend any dividend during the year under review.

INCREASE IN ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL

There was no change in the Authorized Capital of the Company and Paid Up Share Capital of the Company.

During the year under review the Authorised capital as on 31st March 2026 was 95,00,000 Equity Shares of Rs.10/- each amounting to Rs. 9,50,00,000/- and 600,000 Redeemable Preference Shares of Rs. 100/-each amounting to Rs. 6,00,00,000/-

Paid-up Equity Share Capital of the Company 5,943,350 Equity Shares of Rs.10/- each fully paid amounting to Rs. 5,94,33,500/- less calls in Arrears of Rs. (73,500/-) amounting to Rs. 5,93,60,000/-

LISTING OF EQUITY SHARES

The Company's Equity Shares are listed on the Bombay Stock Exchange (BSE) having registered office at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

During the year under review, The company does not have any Subsidiary/ Joint Venture and Associate Companies. Hence, Clause is not applicable.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

- **Composition**

The Company recognizes that a diverse and well-rounded Board is crucial to its long-term success and effective governance. In line with the requirements of Section 149 of the Companies Act 2013 and Regulation 17 of the SEBI Listing Regulations, the Board is structured to ensure a balanced representation of both Executive and Non-Executive Directors.

As on March 31, 2026, the Board comprises Five (5) Directors, including:

- Two (2) Executive Directors, and
- Three (3) Non-Executive Directors, including Independent Woman Director.

- **APPOINTMENT/ RE-APPOINTMENT/ RESIGNATION OF DIRECTORS**

During the year under review followings are the changes in the Board of Directors of the Company.

a) Mr. Saroj Kumar Choudhury (DIN: 11143083) has appointed as Managing Director (Executive Director) of the Company w.e.f. July 10, 2025.
b) Mrs. Iranee Tripathy (DIN: 10311352) has appointed as independent director (Non-Executive Director) of the Company w.e.f. July 10, 2025.
c) Mrs. Aakansha Vaid (DIN: 02796417) has appointed as independent director (Non-Executive Director) of the Company w.e.f. May 13, 2025.
d) Mr. Nitin Arvind Oza (DIN: 03198502) has appointed as independent director (Non-Executive Director) of the Company w.e.f. May 13, 2025.
e) Mrs. Kattakota Satyabati Devi (DIN: 11586438) was appointed as an Additional Director designated as Whole Time Director of the Company, w.e.f. March 06, 2026. Further, after the financial year ended, she has resigned from the designation of Whole Time Director and continues to serve as Director (Non-Executive Non-Independent Director)
f) Mr. Quaid Mohammed Hararwala (DIN: 03034357) has resigned as Independent Director of the company w.e.f. August 12, 2025.
g) Mr. Misbah Huned Hararwala (DIN: 10204545) has resigned as an Independent Director of the Company w.e.f. October 18, 2025.
h) Mr. Mazher Nuruddin Laila (DIN: 00037046) has resigned as Director of the company with effect from February 12, 2026.

- **DIRECTORS RETIRING BY ROTATION**

During the year under review, there is no director to retire by rotation in the Company. Hence, Clause is not applicable.

- **KEY MANAGERIAL PERSONNEL**

During the year under review, there was changes in the KMP of the Company.

a) Mrs. Poonam Sharma has appointed as Company Secretary and Compliance Officer of the Company w.e.f. December 26, 2025
b) Mrs. Archana Sharma, who was appointed as Company Secretary and Compliance Officer of the Company w.e.f. May 13, 2025 and resigned w.e.f. September 13, 2025.
c) Mr. Mazher Nuruddin Laila (DIN: 00037046) has resigned as CFO of the company with effect from February 12, 2026.

- **INDEPENDENT DIRECTORS**

Statement on declaration given by Independent Directors

The Company is presently represented by Three Independent Directors, namely Mr. Nitin Arvind Oza (DIN:03198502), Mrs. Aakansha Vaid (DIN: 02796417) and Mrs. Iranee Tripathy (DIN: 10311352) each of them have duly submitted declarations under Section 149(7) of the Companies Act, 2013 confirming that they fulfil the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

Further, in terms of Regulation 25(8) of the SEBI Listing Regulations, all Independent Directors have affirmed that there are no situations or relationships that could potentially impact their independent judgement or compromise their objectivity in discharging their duties.

The Board has duly considered and acknowledged these declarations after carrying out necessary checks and due diligence. The Independent Directors have also confirmed their compliance with the provisions of Schedule IV of the Act, including the Code for Independent Directors, as well as adherence to the Company's Code of Conduct. Throughout the Reporting Year, there has been no alteration in their independence status.

In addition, confirmations have been received from all Independent Directors regarding their enrolment in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs, in line with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The terms and conditions of appointment of the Independent Directors are placed on the website of the Company at the: https://oxfordfabrics.in/images/terma-and-condition-of-indipendent-directors.pdf

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In accordance with Regulation 25(7) of SEBI Listing Regulations, 2015, the Company is required to conduct programs for the Independent Directors of the Company to familiarise them with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.
The details of Familiarization Programmes are placed on the website of the Company and the web link thereto is: https://oxfordfabrics.in/images/familiarization-programe-independent-director.pdf

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, in relation to the Audited Financial Statements of the Company for the year ended March 31, 2026; the Board of Directors hereby confirms that:

i) In the preparation of the annual accounts for the Financial Year ended March 31, 2026, the applicable accounting standards have been followed and there were no material departures;

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 as on March 31, 2026 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 system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

NUMBER OF MEETINGS OF THE BOARD

During the Financial Year, the Board convened Eight (8) meetings. The particulars of these meetings have been disclosed in the Corporate Governance Report forming part of the Annual Report. The intervals between successive meetings were in compliance with the requirements prescribed under the Act and the SEBI Listing Regulations.

INDEPENDENT DIRECTORS

During the year under review, the Independent Directors of the Company met 1 (One) time on March 06, 2026.

BOARD EVALUATION

The Company has established a structured mechanism for assessing the performance of the Board, its Committees and individual Directors, in line with the requirements of Sections 134 and 178 of the Act, Regulation 17(10) of the SEBI Listing Regulations and the Nomination and Remuneration Policy of the Company.

As part of the evaluation exercise, detailed and confidential feedback questionnaires were circulated to all Directors to obtain their views on various aspects relating to Board functioning, effectiveness of Committees and contribution of individual members. The responses received were compiled, analysed and subsequently shared with the Chairman for consideration and discussion.

The assessment of individual Directors covered parameters such as their attendance and participation in meetings, understanding of the Company's business operations and external environment, application of professional expertise, quality of inputs provided, adherence to confidentiality, demonstration of integrity and exercise of independent judgement. The evaluation also considered their alignment with the Company's core values, commitment towards fiduciary responsibilities and compliance with the Company's Code of Conduct.

The Board evaluation as a whole was carried out on parameters including effectiveness in governance and compliance oversight, clarity in the roles of the Chairperson and other Directors, diversity of skills and experience and the Board's contribution towards strategic planning, risk management, financial supervision, ethical standards and succession planning. The review also focused on the Board's role in providing strategic direction and monitoring the implementation of key business initiatives and policies.

The Committees' evaluation focused on their structure, independence and frequency of meetings, adherence to established procedures and their effectiveness in fulfilling their responsibilities. Their contributions to Board decisions were also assessed along with their ability to collaborate with both internal and external Auditors and their role in strengthening oversight functions.

Following the evaluation, the Board concluded that the overall performance of the Board, its committees and individual Directors including the Independent Directors was satisfactory.

COMMITTEES OF THE BOARD

As on March 31, 2026, the Board has constituted the following committees:

- **Audit Committee:**

  1. Nitin Arvind Oza - Chairman
  2. Aakansha Vaid — Member
  3. Saroj Kumar Choudhury — Member

- **Nomination and Remuneration Committee:**

  1. Aakansha Vaid - Chairman
  2. Iranee Tripathy — Member
  3. Nitin Arvind Oza - Member

- **Stakeholders Relationship Committee:**

  1. Nitin Arvind Oza - Chairman
  2. Aakansha Vaid - Member
  3. Saroj Kumar Choudhury -Member

MEETING OF BOARD OF DIRECTORS

During the year under review, 8 (Eight) Board Meetings were held on 13.05.2025, 27.05.2025, 10.07.2025, 12.08.2025, 14.11.2025, 26.12.2025, 12.02.2026 and 06.03.2026. The details of number of meetings attended by each director are as follows:

Name of Director	**13.05.2025**	**27.05.2025**	**10.07.2025**	**12.08.2025**	**14.11.2025**	**26.12.2025**	**12.02.2026**	**06.03.2026**
Kattakota Satyabati Devi	NA	NA	NA	NA	NA	NA	NA	Yes
Saroj Kumar	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes

Choudhury								
Aakansha Vaid	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Nitin Arvind Oza	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Iranee Tripathy	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes
Quaid Mohammed Hararwala	Yes	Yes	Yes	Yes	NA	NA	NA	NA
Misbah Huned Hararwala	Yes	Yes	Yes	Yes	NA	NA	NA	NA
Mazher Nuruddin Laila	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA

MEETINGS OF COMMITTEES

Audit Committee

During the Financial Year 2025-26, 4 (Four) meetings of the Audit Committee of the Board of Directors were held on 27.05.2025, 12.08.2025, 14.11.2025 and 12.02.2026. All the recommendations made by the Audit Committee were accepted by the Board.

Nomination And Remuneration Committee:

During the Financial Year 2025-26, 5 (Five) meetings of the Nomination and Remuneration Committee of the Board of Directors were held on 13.05.2025, 10.07.2025, 12.08.2025, 26.12.2025 and 06.03.2026. All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board.

Stakeholders Relationship Committee:

During the Financial Year 2025-26, 1 (one) meeting of the Stakeholders Relationship Committee of the Board of Directors were held on 13.05.2025 and. All the recommendations made by the Stakeholders Relationship Committee were accepted by the Board.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of section 135 of the Companies Act, 2013 are not applicable to the company.

HUMAN RESOURCES

The Company regards the human resource and considers them as most valuable asset of the organization and the key to bring in progress.

NOMINATION AND REMUNERATION POLICY

The Company has implemented a robust policy governing the appointment and remuneration of its Directors, Key Managerial Personnel and other employees. This policy provides the Nomination and Remuneration Committee with a structured framework to identify, evaluate and recommend individuals who demonstrate the requisite expertise, experience and qualification
s to contribute effectively at the Board level. It also establishes clear guidelines for determining the independence of Directors, in alignment with regulatory requirements and the Company's governance principles.

The policy further ensures that the Company's approach to remuneration is closely linked to its strategic objectives. Compensation structures are designed to recognize both individual performance and overall organizational success, while remaining competitive within the industry. By doing so, the Company seeks to motivate high performance, encourage sustainable value creation and retain top-tier talent.

Beyond fixed and variable components of remuneration, the policy emphasizes transparency, fairness and alignment with Shareholder interests. The Nomination and Remuneration Committee periodically reviews the framework to reflect evolving regulatory standards and best practices in corporate governance. This enables the Company to maintain a performance-oriented and equitable reward system that promotes accountability, long-term growth and the continued engagement of its workforce and Board members.

The said policy has been posted on the website of the Company and the web link thereto is: https://oxfordfabrics.in/investors.html

The details of this policy are given in the Corporate Governance Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of the company during the year.

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

After the Financial year ended the Company has decided the following matters;

a) The Board of Directors of the Company in its Meeting held on July 17, 2026 approved reduction of capital of the Company due to accumulated business losses to the extent of 99% of the issued and Paid-up Capital of the company out of adjustment against the General Reserve and Other Reserves aggregating Rs. 1,50,12,711/- (Rupees One Crore Fifty Lakhs Twelve Thousand Seven Hundred Eleven Only); and the Securities Premium Account amounting to Rs. 4,32,85,000/- (Rupees Four Crore Thirty-Two Lakhs Eighty-Five Thousand Only), which is subject to the approval of members.

b) The board of Directors of the Company at its meeting held on July 17, 2026 has appointed Mr. Saroj Kumar Choudhary, Managing Director of the Company as Chief Financial officer (CFO) of the Company w.e.f. July 17, 2026.
c) Adoption of Memorandum of Association as per Table A of Schedule I of the Companies Act, 2013

d) Adoption of Article of Association as per Table F of the Companies Act, 2013

e) The Board at its meeting held on August 08, 2026 approved shifting of registered office from State of Maharashtra to State of Odisha, subject to the approval of members at ensuing Annual General Meeting.

OPEN OFFER

During the FY-2025-26 pursuant to the Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, 2011, Mr. Saroj Kumar Choudhury **("the Acquirer"),** has given open offer to acquire Up to 15,45,271 Equity shares of Rs. 10/- each representing 26.00% of the Fully Paid-up Equity and voting share capital of the Target Company **(Oxford Industries Limited)** at a price of Rs. 05/- (Rupees Five Only) per share of the Company;

Brief detail of open offer is given below:

Activities	**Date of Events**
Public Announcement	12.03.2026
Publication of Detailed Public Statement in newspapers	20.03.2026
Submission of Detailed Public Statement to BSE, Target Company & SEBI	20.03.2026
Last date of filing draft letter of offer with SEBI	30.03.2026
Last date for a Competing offer	16.04.2026
Receipt of comments from SEBI on draft letter of offer	26.05.2026
Identified date	29.05.2026
Date by which letter of offer be dispatched to the shareholders	05.06.2026
Last date for revising the Offer Price	10.06.2026
Comments from Committee of Independent Directors of Target Company	10.06.2026
Date of Opening of the Offer	12.06.2026
Date of Closure of the Offer	25.06.2026
Post Offer Advertisement	03.07.2026
Payment of consideration for the acquired shares	10.07.2026
Final report from Merchant Banker	17.07.2026

The Board of Directors at its meeting held on July 17, 2026 noted that Open offer related all aspects were completed and the Merchant Banker filed their report with BSE/SEBI. The Transactions in the SPA executed between Mr. Saroj Kumar Choudhary and Mr. Mazher N Laila and his PACs has been completed.

Further the Acquirer Mr. Saroj Kumar Choudhary who is the present Managing Director as well, become the promoter of the Target Company M/s. Oxford Industries Limited. The Shareholdings of Mr. Saroj Kumar Choudhary is 27,61,576 shares constituting 46.46% of the paid-up capital of the Company.

The Existing Promoter Mr. Mazher N Laila and his PACs of the Target Company- M/s. Oxford Industries Limited ceased to be promoter of the company and classified as a public shareholder in accordance with Regulation 31A (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INTERNAL FINANCIAL CONTROL SYSTEMS, THEIR ADEQUACY AND RISK MANAGEMENT

The Company has established a strong internal control framework, tailored to the scale, complexity and nature of its operations. This framework is supported by detailed policies and standard operating procedures that guide critical business processes. It is designed to ensure the smooth and efficient conduct of business, safeguard Company assets, prevent and detect errors or fraud, maintain accurate accounting records and enable the timely preparation of reliable Financial Statements.

In accordance with Section 138 of the Act and the relevant SEBI Listing Regulations, the Company has set up a formal Internal Audit function. The Audit Committee defines and periodically reviews the scope, authority and responsibilities of Internal Audits. These audits are carried out at regular intervals to assess the adequacy and effectiveness of operational and financial controls and to provide assurance regarding the robustness of the Company’s internal systems.

During the year, internal audits focused on key areas including inventory management, stock control, human resources, IT systems and operational efficiency. The findings from these audits, along with management responses and proposed corrective actions, were presented to the Audit Committee on a Quarterly basis. Follow-up mechanisms are in place to ensure timely implementation of recommended improvements.

The Company’s internal control environment is adaptive and evolves in response to changing business needs. Periodic reviews ensure that governance standards, transparency and accountability are consistently upheld across the organization.

RELATED PARTY TRANSACTIONS

The Company has adopted a Policy on Related Party Transactions to ensure proper identification, approval and monitoring of such transactions. The said policy is available on the Company’s website.
https://oxfordfabrics.in/images/related-party-transaction-policy.pdf

The Company has put in place a well-defined and transparent system for the identification, approval and oversight of Related Party Transactions ("**RPTs**"). This mechanism is designed to ensure that all dealings with related parties are undertaken on an arm's-length basis and are consistent with the Company's principles of fairness, transparency and regulatory compliance.

In compliance with the provisions of the Act, the SEBI Listing Regulations and the Company's Policy on Materiality and Dealing with Related Party Transactions, all proposals relating to RPTs along with relevant details such as the nature of relationship, business justification and pricing terms are placed before the Audit Committee for prior approval.

The Audit Committee exercises independent oversight to ensure that such transactions are in the best interest of the Company and its stakeholders and do not give rise to any conflict of interest. Wherever applicable, material RPTs are also placed before the Shareholders for approval and all necessary disclosures are made in accordance with regulatory requirements and applicable SEBI guidelines.

The Company also undertakes periodic review of its RPT policy to ensure alignment with statutory amendments and evolving Corporate Governance standards. During the year under review, the Company did not enter into any transaction requiring disclosure in Form AOC-2 under Section 134(3) and Section 188(1) of the Act read with the Companies (Accounts) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

The Company has not given any loans, or provided any guarantee or security or made investment as specified under section 185 and 186 of the Companies Act, 2013.

DEPOSITS

The Company has not accepted any deposits under Chapter V of the Act during the Financial Year and as such, no amount on account of principal or interest on deposits from public is outstanding as on March 31, 2026.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

The Securities and Exchange Board of India ("SEBI") vide order dated February 20, 2026 ("SEBI Order"), imposed a penalty of Rs. 14,160/- (including GST) on the Company for non-compliance with requirement to appoint a qualified company secretary as the compliance officer.

Further BSE, vide its letters dated 14 May 2019, 14 August 2019 and 14 November 2019, communicated the applicable fines in respect of the alleged non-compliance. Thereafter Company filed an application on 03.02.2023 for waiver of fines which covered waiver of penalty under SEBI (LODR) Regulations, 31, for the quarter ended December 2013, Regulation 33 for the quarter ended March 2015 and June 2016, Regulation 34 for the FY- 2014 and FY-2015 and for Regulation 6(1) for the quarter ended March 2019 to September 2019 and accordingly on 05.05.2023 the BSE partially allowed waiver of fines under aforesaid Regulations.

Further the Company vide email dated 11.01.2024 requested to BSE to reconsider the waiver request in view of the circumstances of the Company and the nature of violation. However, the BSE has not yet replied to the said mail of the Company.

Thus, the Company filed an Appeal with Honorable Securities Appellate Tribunal (SAT) challenging the order of BSE, which is still pending before SAT for final disposal. However, the Company has paid the SOP fine of Rs. 55,73,565/- under protest to the BSE and BSE allowed the trading in the script of the Company.

ENVIRONMENT, HEALTH AND SAFETY

Your Company continues to demonstrate a strong commitment to maintaining full compliance with all applicable laws and regulations while ensuring excellence in the management of Health, Safety and Environmental (HSE) practices. Throughout the year, significant emphasis was placed on responsible resource management, including initiatives focused on reducing energy and water consumption, increasing the use of renewable energy and limiting waste generation across operational activities. These measures reflect the Company's dedication to sustainable growth and responsible environmental management.

As part of this commitment, management has consistently encouraged a workplace culture that prioritizes the health, safety and well-being of employees. Regular fire safety drills are conducted to strengthen emergency preparedness, while periodic medical check-ups are organized for both permanent and contract employees to promote early detection of health issues and overall workplace wellness.

The Company firmly believes that safety management is a continuous and evolving process rather than a onetime effort. With this perspective, several forward-looking initiatives are being planned to further improve employee well-being, strengthen preventive safety practices and reinforce a strong safety-oriented mindset across all levels of the organization.

Furthermore, your Company reiterates its pledge to maintain a secure, healthy and safe working environment at all its manufacturing facilities and office locations. This approach underscores the Company's commitment to responsible operations while ensuring that employee welfare remains a central pillar of its long-term organizational development.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company is dedicated to promoting a transparent, ethical and accountable work culture while maintaining strict adherence to applicable laws and regulatory standards. In support of this commitment, the Company has established a formal Vigil Mechanism and Whistle Blower Policy in accordance with the requirements of the Act and the SEBI Listing Regulations.

This framework provides employees and other stakeholders with a secure channel to report any genuine concerns related to suspected misconduct, unethical practices, non-compliance with legal or regulatory obligations or violations of the Company's Code of Conduct. The mechanism ensures that such concerns can be raised confidentially and are examined in an impartial and responsible manner, safeguarding individuals from any form of retaliation or adverse consequences.

Detailed information regarding the Vigil Mechanism and the Whistle Blower Policy is included in the Corporate Governance Report, which forms a part of this Integrated Annual Report. The complete policy is also accessible on the Company's official website at https://oxfordfabrics.in/images/whistle-blower-policy.pdf

There were no Complaints received for the Financial Year ended March 31, 2026.

AUDITORS AND REPORTS

Statutory Auditor & their Audit Report for the year ended March 31, 2026

During 44th Annual General Meeting held on September 23, 2025, the members of the Company have approved the appointment of PAMS & Associates, Chartered Accountants (Firm Registration No. 316079E)), as the Statutory Auditors of the Company from the conclusion of the 44th Annual General Meeting and continuing up to the conclusion of the 49th Annual General Meeting.

M/s. Pams & Associates, Statutory Auditor of the Company has resigned as an auditor w.e.f. June 19, 2026. The Board of Directors at its meeting held on July 17, 2026 recommended M/s. Lilpika & Associates, Chartered Accounted as Statutory Auditor for a term of 5 years from the financial year 2026-2027 to 2030-2031 to the members of the Company in ensuing Annual General Meeting.

The Audit Report of M/s. PAMS & Associates. on the Financial Statements of the Company for the Financial Year 2025-26 forms part of this Annual Report. The report contains the followings qualified opinion:

Qualification: The Company has incurred significant accumulated losses amounting to approximately 1,295.40 lakhs as at March 31, 2026, resulting in complete erosion of its net worth. Further, as at the reporting date, the Company's current liabilities exceed its current assets by Rs.186.78 Lacs (P.Y. 171.13 lacs), indicating a negative working capital position. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Management Reply: While accumulated losses have reached Rs. 1,295.40 lakhs and the current liability gap stand at Rs.186.78 lakhs Management remains confident in the Company's operational continuity. The financial statements are prepared on a going concerning basis as the Company has secured financial support commitments from its promoters to bridge short-term cash deficits. Further, The Management of Company through Open Offer going to be changed in due course and new promoter is planning to induct the funds in accordance with SEBI (ICDR) Regulations in due course. Hence, there will be adequate Liquidity of working capital requirement.

The company post completion of the proposed Reduction of Share Capital, the Company may restructure its capital in any manner permissible under the applicable laws, including by way of Rights Issue, Preferential Issue, Issue of Warrants and/or Debt Convertible Instruments, subject to obtaining the requisite approvals.

Accordingly, the Company is confident of continuing and expanding its new business activities and facilitating the fresh induction of funds into the Company, thereby strengthening its financial position and supporting its future business operations and growth.

Secretarial Auditor and their Audit Report for the year ended March 31, 2026

In accordance with Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Suprabhat & Co., Company Secretary in practice (Membership No.: A41030, Certificate of Practice No.:15878), to conduct secretarial audit of the Company for Financial Year 2025-2026.

Further, pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations, Company at 44th Annual General Meeting approved appointment of M/s. Suprabhat & Co., Company Secretary in practice (Membership No.: A41030, Certificate of Practice No.:15878), as Secretarial Auditors of the Company for a term of 3 years starting from FY 2025-26 to 2027-28.

The Company has received a consent letter from M/s. Suprabhat & Co. that they are not disqualified and are eligible to hold the office as Secretarial Auditors of the Company.

The Secretarial Audit Report, provided by the Secretarial Auditor, is annexed as "**Annexure-A"** and forms an integral part of this Report. The Report is clean and unqualified, with no reservations, adverse remarks, disclaimers, or qualifications. The observations made in the Report are self-explanatory and do not warrant any further comments or explanations from the Board. Furthermore, the Secretarial Auditor has not reported any instances of fraud under Section 143(12) of the Act. Accordingly, there are no disclosures required under Section 134(3) (ca) of the Act.

COST AUDITORS

During the year under review, Subject to the provisions of Section 148 of the Companies Act, 2013 and rules made thereunder the company do not fall under the provision and is not liable to appoint the Cost Auditor for the Company.

ANNUAL RETURN

In accordance with the provisions of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company has been made available on the Company's official website at https://oxfordfabrics.in/investors.html

CORPORATE GOVERNANCE

Pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the compliance with the Corporate Governance provisions specified in Regulations 17 to 27 and Clauses (b) to (1) of sub-regulation (2) of Regulation 46 and para-C, D and E of Schedule V shall not apply to the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under the Regulation 34 read with Schedule V of SEBI Listing Regulations, forms part of this Annual Report and is annexed as **Annexure-B**.

The state of the affairs of the business along with the financial and operational developments have been discussed in detail in the Management Discussion and Analysis Report.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION& REDRESSAL) ACT 2013

Your Company is committed to providing a safe and conducive work environment and has zero tolerance towards sexual harassment at workplace. Your Company has in place a Policy on Prevention of Sexual Harassment in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**POSH Act**") and the Rules made thereunder.

The Company is firmly committed to fostering a safe, respectful and inclusive workplace and maintains a zero-tolerance policy towards any form of discrimination or harassment. In alignment with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has implemented a comprehensive Anti-Harassment and Grievance Redressal Policy. Further the has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace.

The Details of Complaints reported under POSH Act during FY 2025-26 are as follows:

Number of complaints at the beginning of the Financial Year	NIL
Number of complaints filed and resolved during the Financial Year	NIL
Number of complaints pending at the end of the Financial Year	NIL

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

In accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, the relevant information pertaining to conservation of energy, technology absorption, and foreign exchange earnings and outgo is as follows:

- **Conservation of energy: -**

1. The steps taken or impact on conservation of energy: **N.A.**
2. The steps taken by the Company for utilizing alternate sources of energy: **N.A.**
3. The capital investment on energy conservation equipment: **N.A.**

- **Technology absorption: -**

1. The efforts made towards technology absorption: **N.A.**
2. The benefits derived like product improvement, cost reduction product development or import substitution: **N.A.**
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -

- The details of technology imported: **N.A.**

- The year of import: **N.A.**
- Whether the technology been fully absorbed. **N.A.**

4. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and**: N.A.**
5. The expenditure incurred on Research and Development**. N.A.**

- **Foreign Exchange Earnings and Outgo: N.A.**

RISK MANAGEMENT POLICY

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time.

SECRETARIAL STANDARDS COMPLIANCES

Your Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

CORPORATE WEBSITE:

The Company's web address is http://oxfordfabrics.in/ The website contains a complete overview of the Company. The Company's Annual Report, financial results, details of its business, shareholding pattern, compliance with Corporate Governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, the distribution schedule, and Code of Conduct are uploaded on the website.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

The Company has less than 10 female employees. Therefore, the provisions relating to the maternity benefits act, 1961 are not applicable on the Company.

CAUTIONARY STATEMENT

Certain information contained in this Report, including Sections such as Management Discussion and Analysis, Corporate Governance, the Notice to Shareholders and other parts of the Annual Report may include forward-looking statements as defined under applicable laws and regulations. These statements are based on current assumptions, expectations, estimates and projections of the Company with respect to future events and performance.

Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied. The Company undertakes no obligation to publicly update or revise any forward-looking statements in light of new information, future developments or otherwise.

ACKNOWLEDGEMENT

The Directors acknowledge and sincerely appreciate the dedication, perseverance and hard work demonstrated by all employees across the Company. They also extend their heartfelt thanks to the Shareholders, Government Bodies, Regulatory Authorities, Banks, Credit Rating Agencies, Stock Exchanges, Depositories, Auditors, Customers, Vendors, Business Associates, Suppliers, Distributors and the communities surrounding the Company's operations. The Directors are grateful for their continued support, trust and confidence in the Company's Management.

For and Behalf of the Board of Directors
Oxford Industries Limited

	Sd/-	**Sd/-**
Date: 08/08/2026	**Saroj Kumar Choudhury**	**Nitin Arvind Oza**
Place: Mumbai	**Managing Director**	**Director**
	DIN: 11143083	**DIN: 03198502s**

ANNEXURE A

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 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,
Oxford Industries Limited,
CIN: L17112MH1980PLC023572
136-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka, Andheri (EAST),
Mumbai, Maharashtra, India, 400072

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oxford Industries 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 our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2026 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 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 and Overseas Direct Investment **(Not applicable to the Company during the Audit Period).**

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

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

2) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
3) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
4) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit Period).**

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that; there were no events/ actions in pursuance of:

1) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
2) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 requiring compliance thereof by the Company during the Audit Period;
3) The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021.
4) 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.
5) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time.

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

a. Secretarial Standards issued by The Institute of Company Secretaries of India.
b. The Listing Agreement entered into by the Company with Stock Exchange(s) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, there is no laws applicable specifically to the Company:

We further report that, during the year under review, the Company has complied with the Provisions of the Acts, rules, regulations, guidelines and Standards etc. as mentioned above.

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

We further report that, Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the Audit Period, no events/action occurred which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

However, the Securities and Exchange Board of India ("SEBI") vide order dated February 20, 2026 ("SEBI Order"), imposed a penalty of Rs. 14160/- (including GST) on the Company for non-compliance with requirement to appoint a qualified company secretary as the compliance officer and the Company had paid said fine:

For, Suprabhat & Co.
Practicing Company Secretary

Sd/-
Suprabhat Chakraborty
Proprietor
Membership No.: 41030
C.P. No.: 15878
UDIN: A041030H000521664
PEER REVIEW CERTIFICATE NO.2284/2022

Place- Mumbai
Date- 28-05-2026

ANNEXURE (I) TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
Oxford Industries Limited,
CIN: L17112MH1980PLC023572
136-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka, Andheri (EAST),
Mumbai, Maharashtra, India, 400072

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

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

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the 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. Our 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, Suprabhat & Co.

Sd/-
Practicing Company Secretary
Suprabhat Chakraborty
Proprietor
Membership No.: 41030
C.P. No.: 15878
UDIN: A041030H000521664
PEER REVIEW CERTIFICATE NO.2284/2022

Date- 28-05-2026
Place- Mumbai

ANNEXURE - B

MANAGEMENT DISCUSSIONS AND ANALISIS

COMPANY AND INDUSTRY STRUCTURE AND DEVELOPMENT:

The company is operative in textile segment but does not have any manufacturing facility now. The company has revived its operations from last quarter of previous financial year after OTS and withdrawal of DRT case.

OPERATIONAL & FINANCIAL PERFORMANCE:

During the year under review, the Company has not incurred revenue from operation as compared to previous year Rs. 227.17. Further the Company have earned from long-term capital gain, notional profit on investment and short-term capital gain of Rs. 70.07 as other income.

OUTLOOK / DRT CASE / OTS:

During the year under review, the company has not made any One-Time Settlement or filed any cases in DRT.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has proper and adequate systems of internal controls.

HUMAN RESOURCES:

The Company regards the human resource and considers them as most valuable asset of the organization and the key to bring in progress.

CAUTIONARY STATEMENT:

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

For and Behalf of the Board of Directors
Oxford Industries Limited

	Sd/-	**Sd/-**
Date:08/08/2026	**Saroj Kumar Choudhury**	**Nitin Arvind Oza**
Place: Mumbai	**Managing Director**	**Director**
	DIN: 11143083	**DIN: 03198502s**

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's corporate governance philosophy revolves around fair and transparent governance and disclosure practices in line with the Principles of Good Corporate Governance. This philosophy is backed by principles of concerns, commitment, ethics, excellence and learning in all its acts and relationships with stakeholders, clients, associates and the community at large. The Company believes that good Corporate Governance is a continuous process and strives to improve its Corporate Governance practices to meet shareholder's expectations. The business is governed and supervised by a strong Board of Directors and together with the management, they are committed to uphold the principles of excellence across all activities.

The Company is compliant with the latest provisions of the SEBI Listing Regulations as amended from time to time. Further provisions w.r.t report on Corporate Governance is not applicable on the Company.

2. BOARD OF DIRECTORS

Composition, category, Directorship/ Membership and chairperson in other companies as on 31/03/2026

Sr. No.	Name of the Director	Category	No. of Other Directorships and Committee Chairmanship(s)/Member ship(s)			No. of Share held in the Company	Particulars of Directorships in other Listed Entities as on 31/03/2026
			Directorship	Membership	Chairperson		
1	Kattakota Satyabati Devi	Additional Director	NIL	NIL	NIL	NIL	NIL
2	Saroj Kumar Choudhury	Executive Director-Managing Director	04	01	01	164206	1. AVI Products India Limited-Non-Executive Non-Independent Director 2. Integrated Hitech Limited-Independent Director 3. Koiya International Limited-Independent Director 4. Trinity Tradelink

							Limited-Independent Director
3	Iranee Tripathy	Non-Executive - Independent Director	NIL	NIL	NIL	NIL	NIL
4	Aakansha Vaid	Non-Executive - Independent Director	03	02	02	NIL	1. Integrated Hitech Limited-Independent Director 2. Blue Chip India Limited-Independent Director 3. Satani Bearings Limited-Independent Director
5	Nitin Arvind Oza	Non-Executive - Independent Director	05	07	03	NIL	1. Suncity Synthetics Limited-Independent Director 2. Sky Industries Limited-Independent Director 3. Nutricircle Limited-Independent Director 4. Satani Bearings Limited-Independent Director 5. RRP Semiconductor Limited-Independent Director

Number of meetings of the Board of Directors held and dates on which held during the FY-2025-26

	Number of Board Meetings Held								
Name of Director	**13.05.2025**	**27.05.2025**	**10.07.2025**	**12.08.2025**	**14.11.2025**	**26.12.2025**	**12.02.2026**	**06.03.2026**	**44th AGM Attended**
Kattakota Satyabati Devi#	NA	NA	NA	NA	NA	NA	NA	Yes	NA
Saroj Kumar Choudhury#	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Aakansha Vaid#	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Nitin Arvind Oza#	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Iranee Tripathy#	NA	NA	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Quaid Mohammed Hararwala*	Yes	Yes	Yes	Yes	NA	NA	NA	NA	NA
Misbah Huned Hararwala*	Yes	Yes	Yes	Yes	NA	NA	NA	NA	Yes
Mazher Nuruddin Laila*	Yes	Yes	Yes	Yes	Yes	Yes	Yes	NA	Yes

Saroj Kumar Choudhury and Iranee Tripathy appointed w.e.f. July 10, 2025.
Aakansha Vaid and Nitin Arvind Oza appointed w.e.f. May 13, 2025.
Kattakota Satyabati Devi appointed w.e.f. March 06, 2026
* Quaid Mohammed Hararwala resigned w.e.f. August 12, 2025.
* Misbah Huned Hararwala resigned w.e.f. October 18, 2025.
* Mr. Mazher Nuruddin Laila resigned w.e.f. February 12, 2026.

Relationships between Directors inter-se; -

None of the Directors are related to any other Director(s) on the Board.

Web link for familiarization programmes

Details of familiarisation programmes for the Independent Directors are available on the website of the Company and can be accessed at https://oxfordfabrics.in/images/familiarization-programe-independent-director.pdf

Matrix Setting Out the Skills/Expertise/Competence of the Board of Directors

The Board of Directors of the Company plays a pivotal role in guiding the strategic direction and ensuring the effective governance of the organization. In order to fulfil its responsibilities and maintain a high standard of corporate oversight, the Board continually assesses the collective skills and compentices required in the context of the Company evolving business landscape, sectorial challenges, and regulatory requirements.

In compliance with Regulation 34(3) and Schedule V of the SEBI Listing Regulations, the Board has identified a set of core skills, expertise, and competencies that are necessary for the effective functioning of the Company. These attributes are currently available among the Board members, who bring diverse professional experiences and a strong commitment to ethical governance and strategic excellence.

The Board also reviews its composition and competency requirements from time to time so as to remain responsive to changing business conditions, technological developments, regulatory changes and the expectations of shareholders and other stakeholders.

Business	Understanding of business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Leadership	Extended Leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and driving change and long-term growth.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.
Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting processes or experience in actively supervising a principle financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar function
Sales & Marketing	Experience in developing strategies to grow sales and market share, build awareness and equity and enhance enterprise reputation.

In terms of requirement of SEBI Listing Regulations, the Board has identified the following Skills/Expertise/Competence of the Directors in the context of the Company's business for effective functioning as follows:

Name of the Director	**Area of Expertise**					
	Business	**Leadership**	**Strategy and Planning**	**Governance**	**Financial**	**Sales &Marketing**
Kattakota Satyabati Devi	√	-	√	√	√	-
Saroj Kumar Choudhury	√	√	√	√	√	-
Aakansha Vaid	√	√	√	√	√	√
Nitin Arvind Oza	√	√	√	√	√	√
Iranee Tripathy	√	√	√	√	√	√

Independent Directors

The term "Independent Director" is defined under Section 149 of the Act and the applicable rules, as well as Regulation 16(1)(b) of the SEBI Listing Regulations. In accordance with Section 149(7) of the Act, all Independent Directors have submitted declarations confirming that they meet the independence criteria laid out in Section 149(6) of the Act and the SEBI Listing Regulations. Based on these declarations, the Board has reviewed and verified their authenticity and confirms that the Independent Directors meet all requirements of independence and are fully compliant with the provisions of the Act and SEBI Listing Regulations.

Additionally, all Independent Directors have affirmed that there are no existing or foreseeable circumstances that could impact their status as Independent Directors or hinder their ability to effectively perform their duties. They are also in compliance with the limit on the number of independent directorships as prescribed under Regulation 17A of the SEBI Listing Regulations.

During the financial year ended March 31, 2026, Mr. Quaid Mohammed Hararwala (DIN: 03034357) and Mr. Misbah Huned Hararwala (DIN: 10204545) has resigned as an Independent Director of the Company due to Pre-Occupation elsewhere and other professional commitment. Furthermore, all Directors have confirmed that they do not serve as members in more than 10 committees or as Chairpersons in more than 5 committees, in accordance with Regulation 26(1) of the SEBI Listing Regulations, across all companies where they hold directorships.

Further Mr. Quaid Mohammed Hararwala (DIN: 03034357) and Mr. Misbah Huned Hararwala (DIN: 10204545), through resignation letter declared that there is no other reason for resignation other those declared in resignation letter.
In line with Regulation 46 of the SEBI Listing Regulations, the terms and conditions of appointment of Independent Directors are publicly accessible on the Company's website at https://oxfordfabrics.in/policy.html.

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee satisfy the requirement of Section 177 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of SEBI Listing Regulations.

Brief description of terms of reference;

(1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
(2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
(4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  (b) changes, if any, in accounting policies and practices and reasons for the same;
  (c) major accounting entries involving estimates based on the exercise of judgment by management;
  (d) significant adjustments made in the financial statements arising out of audit findings;
  (e) compliance with listing and other legal requirements relating to financial statements;
  (f) disclosure of any related party transactions;
  (g) modified opinion(s) in the draft audit report;
(5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a 661[public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
(8) approval or any subsequent modification of transactions of the listed entity with related parties;
(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
(11) evaluation of internal financial controls and risk management systems;
(12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
(14) discussion with internal auditors of any significant findings and follow up there on;
(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
(16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
(17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
(18) to review the functioning of the whistle blower mechanism;
(19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
(20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
(21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
(22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

(1) management discussion and analysis of financial condition and results of operations;
(2) management letters / letters of internal control weaknesses issued by the statutory auditors;
(3) internal audit reports relating to internal control weaknesses; and
(4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
(5) statement of deviations:

a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Composition, name of members and chairperson as on 31st March, 2026:

Director	Designation	Attendance in Meeting			
		27.05.2025	**12.08.2025**	**14.11.2025**	**12.02.2026**
Nitin Arvind Oza	Chairman	Yes	Yes	Yes	Yes
Aakansha Vaid	Member	Yes	Yes	Yes	Yes
Saroj Kumar Choudhury	Member	NA	Yes	Yes	Yes

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee ("NRC") of the Company is duly constituted as per Regulation 19 of the SEBI Listing Regulations, read with the provisions of Section 178 of the Act.

Brief description of terms of reference;

(1) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel, and other employees.
(2) Formulation of criteria for evaluation of performance of Independent Directors, the Board of Directors and Committees.
(3) Identify persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
(4) Specify the manner for effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
(5) Review Human Resource policies and overall human resources of the Company.
(6) Recommend to the Board, all remuneration, in whatever form, payable to senior management.
(7) Administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes.
(8) To ensure 'Fit and Proper' criteria of existing/proposed Directors.

Composition, name of members and chairperson as on 31st March, 2026:

		Attendance in Meeting				
Director	**Designation**	**13.05.2025**	**10.07.2025**	**12.08.2025**	**26.12.2025**	**06.03.2026**
Aakansha Vaid	Chairperson	Yes	Yes	Yes	Yes	Yes
Nitin Arvind Oza	Member	Yes	Yes	Yes	Yes	Yes

Iranee Tripathy	Member	NA	Yes	Yes	Yes	Yes

Performance evaluation criteria for independent directors

The Nomination and Remuneration Committee has devised the criteria for the evaluation of the performance of the Directors, including the Independent Directors. The said criteria specify certain parameters like attendance, acquaintance with business, communication between Board members, effective participation, domain knowledge, compliance with code of ethics and conduct, vision, and strategy, etc., which is in compliance with applicable laws, regulations and guidelines.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee ("SRC") is constituted as per the requirements of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Act.

It consists of Three (3) members out of which Two (2) are non- Executive Independent Directors as on March 31, 2026. The Chairperson of Stakeholders Relationship Committee, Mr. Nitin Arvind Oza is an Independent Director and attends the Annual General Meeting to answer the queries raised by the Shareholders / Security holders, if any.

Composition, Meetings and Attendance

Director	Designation	06.03.2026
Nitin Arvind Oza	Chairman	Yes
Aakansha Vaid	Member	Yes
Saroj Kumar Choudhury	Member	Yes

Name of the compliance officer

Mrs. Poonam Sharma Company Secretary and Compliance Officer, is the Compliance Officer of the Company.

Investor Grievance Redressal

The details of shareholders' complaints received and disposed of, during the year under review are as under:

No. of Investor complaints pending at the beginning	NIL
No. of Investor complaints received	01
No. of Investor complaints disposed off	01
No. of Investor complaints unresolved	NIL

6. SENIOR MANAGEMENT:

Particulars of Senior Management and changes therein since the close of the previous financial year:

1. Mazher Nuruddin Laila– Chief Financial Officer **(upto 12.02.2026)**
2. Saroj Kumar Choudhury – Chief Financial Officer **(w.e.f. 17.07.2026)**
3. Poonam Sharma- Company Secretary and Compliance officer

7. REMUNERATION OF DIRECTORS

Criteria of making payments to non-executive directors

Criteria for making payment to non-executive directors is placed on the website of the Company at **https://oxfordfabrics.in/policy.html**

Remuneration to Independent Directors

Independent Directors are compensated solely through sitting fees for attending Board and Committee meetings. In order to maintain independence, no performance-linked incentives or stock options are extended to Independent Directors.

The total amount of sitting fees paid to Independent Directors for the financial year ended March 31, 2026, was Rs.94,500/-

Name of the Director	Sitting Fees	Total	Shareholding
Iranee Tripathy	Rs. 31,500/-	Rs. 31,500/-	NIL
Aakansha Vaid	Rs. 31,500/-	Rs. 31,500/-	NIL
Nitin Arvind Oza	Rs. 31,500/-	Rs. 31,500/-	NIL

Remuneration to Executive Director/ Chief Financial Officer (CFO)/ Company Secretary (CS)

The Nomination and Remuneration Committee recommends the structure and components of executive remuneration based on Company policies and regulatory guidelines

Director	Basic Salary	Benefits, Perquisites and Allowances (includes payment in lieu of pension)	Commission, Bonus and Performance Linked Incentive Remuneration
Kattakota Satyabati Devi- (Director)	NIL	NIL	NIL
Saroj Kumar	NIL	NIL	NIL

Choudhury (MD)			
Poonam Sharma (CS) (w.e.f. 26.12.2025)	Rs. 60,000/-	NIL	NIL
Archana Sharma (CS) from (13.05.2025 to 13.09.2025)	Rs. 784/-	NIL	NIL

8. GENERAL MEETINGS

Details of Last Three Annual General Meetings are as under

AGM	Financial Year	Day, Date and Time	Venue	Details of Special Resolution Passed
44th	2024-25	Tuesday, September 23, 2025, At 12:00 Noon.	Video Conferencing ("VC") / Other Audio-visual Means ("OAVM")	1. Appointment of Mr. Saroj Kumar Choudhury (DIN: 11143083) as Managing Director of the company and fixing his remuneration. 2. Regularization/appointment of Ms. Iranee Tripathy (DIN: 10311352) as a director 3. Regularization/appointment_ of Mrs. Aakansha Vaid (DIN: 02796417) as a director 4. Regularization/appointment of Mr. Nitin Arvind Oza (DIN: 03198502) as a director 5. Appointment of M/s. Suprabhat & Co, a peer reviewed firm of practicing Company Secretaries, as Secretarial Auditor of the Company.
43rd	2023-24	Tuesday, September 24, 2024, At 12:15 P.M.	At 4-B, PIL Court, 111, Maharshi Karve Road, Churchgate, Mumbai 400 020	1. Appointment of Mr. Quaid Mohammed Hararwala (DIN: 03034357) as an Independent Director for a term of 5 (Five) years.
42nd	2022-23	Friday, September 08, 2023, At 11:00 A.M.	4-B, PIL Court, 111, Maharshi Karve Road, Churchgate, Mumbai-400 020	1. Appointment of Ms. Misbah Huned Hararwala (DIN No. 10204545) as an Independent Director for a term of 5 (Five) years. 2. Re-appoint Mr. Mazher Nuruddin Laila (DIN No. 00037046) as Managing

				Director for a period of 5 (Five) years.

The Chairperson of the Audit Committee was present at all the above AGMs. All resolutions moved at the Annual General Meeting were passed by the requisite majority of shareholders.

Details of resolutions passed by way of postal ballot

There is currently no proposal to pass any resolution by way of postal ballot. None of the matters scheduled for consideration at the upcoming Annual General Meeting require approval through a postal ballot process.

9. MEANS OF COMMUNICATION

Quarterly Results	The Company communicates to the Stock Exchange about the quarterly financial results within 30 minutes or 3 hours from the conclusion of the Board in which the same is approved.
Newspapers wherein result normally published	The results are usually published in the Active Times (English) and Mumbai Lakshadweep (Regional) newspapers.
Website	https://oxfordfabrics.in/
Designated e-mail address for investor services	To serve the investors better and as required under SEBI Listing Regulations, the designated e-mail address for investors complaints is oxford_industries@yahoo.in

10. GENERAL SHAREHOLDER INFORMATION

a)	Annual General Meeting - Date, Time and Venue	September 11, 2026, Friday, At 03:00 P.M., Via VC/AOVM
b)	Financial Year	2025-26
c)	Record Date	September 04, 2026, Friday
d)	Registered Office and address for correspondence	136-B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (EAST), Mumbai, Maharashtra, India, 400072
e)	CIN	L17112MH1980PLC023572
f)	Name and Address of Stock Exchanges where Company's securities are listed	BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, India.
g)	Listing fees	The Annual Listing fees for the financial year 2025-26 have been paid to BSE Limited.
h)	Share Registrar and Transfer Agents	MUFG Intime India Pvt. Ltd C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400083 Phone No. 022 - 49186270 Mail- rnt.helpdesk@in.mpms.mufg.com
i)	Dividend Payment, if any	NIL

j)	Company Secretary & Compliance officer	Mrs. Poonam Sharma
k)	Share Transfer System	As mandated by SEBI, the securities of the Company can be transferred/traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation
l)	Outstanding ADR/ GDR/ Convertible Instrument	NIL
m)	Credit ratings obtained by the entity	Not Applicable
n)	Plant Location	Not Applicable

Shareholding Pattern (Equity) as on March 31, 2026

Particular	No. of Shares	% of Holding
Promoter & Promoter Group	2597370	43.70
Public	3345980	56.30

Dematerialization of shares and liquidity

78.86% of the Paid-up Capital is held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2026 under ISIN No: **INE114D01015**

Particulars	**No. of shares**	**Shares %**
Held in dematerialized form in CDSL	2581611	43.44
Held in dematerialized form in NSDL	2105249	35.42
Physical	1256490	21.14
Total No. of Shares	5943350	100 %

Liquidity

The Company's equity shares are liquid and actively traded shares on BSE.

Commodity price risk/foreign exchange risk and hedging activities

There is no exposure to commodity price risk, foreign exchange risk and there are no hedging activities undertaken.

11. TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

During FY 2025-26, the Company has not credited any equity shares to IEPF authority.

12. EQUITY SHARES IN THE UNCLAIMED SUSPENSE ACCOUNTS OF THE COMPANY

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	NIL
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	NIL
Number of shareholders to whom shares were transferred from suspense account during the year	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	NIL
Voting rights on these shares frozen till the rightful owner of such shares claims the shares	NIL

13. OTHER DISCLOSURES

Disclosures on materially significant related party transactions that may have potential conflict with the Company's interests at large

There were no materially significant related party transactions which could have potential conflict with the interest of the Company at large.

The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is available on the website of the Company and can be accessed at https://oxfordfabrics.in/policy.html

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

The Securities and Exchange Board of India ("SEBI") vide order dated February 20, 2026 ("SEBI Order"), imposed a penalty of Rs. 14160/- (including GST) on the Company for non-compliance with requirement to appoint a Qualified Company Secretary as the compliance officer under Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide an equal and inclusive workplace free from any unfair treatment and contribute to fostering a workplace that is safe, welcoming and celebrates diversity. Training/awareness programmes are conducted throughout the year to create sensitivity towards ensuring a respectable workplace.

No instances of sexual harassment were reported during the financial year.

Details of Loans and Advances in the nature of loans to firms/companies in which directors are interested

The Company has not given any loans or advances to any firm/company in which its directors are interested.

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:

The Company has no Subsidiary and hence this clause is not applicable.

14.THE COMPANY IS IN COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF THE LISTING REGULATIONS

Provisions of regulation from17 to 27 are not applicable on the Company.

15.NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

The provisions w.r.t report on Corporate Governance is not applicable on the Company.

16. AGREEMENTS RELATING TO THE COMPANY

There are no agreements with any party which impact the management or control of the Company or impose any restriction or create any liability upon the Company

17. DISCRETIONARY REQUIREMENTS

The Company has voluntarily complied with the following discretionary requirements as provided under Regulation 27 (1) read with Part E of the Schedule II of the SEBI Listing Regulations:

Board of Director	The Company has Non-executive Independent Chairperson.
Shareholder Rights	The quarterly and half-yearly financial performances are published in the newspapers and are also posted on the website of the Company, the same are not being sent to the members.
Reporting of internal auditor	The Internal Auditor reports to Chairperson & Managing Director and has direct access to the Audit Committee.

18. CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

Certificate from Suprabhat & Co., Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, Ministry of Corporate Affairs or any such other Statutory Authority, as stipulated under Regulation 34(3) of the Listing Regulations, is attached to this Report as **Annexure-E.**

19. CFO CERTIFICATION

Mr. Saroj Kumar Chodhury Managing Director and Chief Financial Officer (MD & CEO) of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, a copy of which is attached to this Report as **Annexure-D.**

20. CERTIFICATE ON COMPLIANCE WITH CODE OF ETHICS AND CONDUCT

Mr. Saroj Kumar Chodhury Managing Director and Chief Financial Officer (MD & CEO) of the Company have given declaration that all Board members and Senior Management Personnel have affirmed compliance with Oxford Industries Limited Code of Business Conduct and Ethics for the year ended March 31, 2026. The copy of which is also attached with this report as **Annexure-F.**

21.COMPLIANCE CERTIFICATE OF THE PRACTICING COMPANY SECRETARIES

Certificate from the Suprabhat & Co. Practicing Company Secretary, confirming that compliance w.r.t. Corporate Governance requirement from regulation 17 to 27 of SEBI (LODR) Regulations, 2015 are not applicable on the Company is attached herewith this report as **Annexure-C.**

For Oxford Industries Ltd

Sd/-
Saroj Kumar Choudhury
Managing Director **Date-08/08/2026**
DIN: 11143083 **Place- Mumbai**

Annexure-C

CERTIFICATE ON CORPORATE GOVERNANCE NON-APPLICABILITY

To,
The Members
Oxford Industries Limited

We have examined the compliance of conditions of Corporate Governance by **Oxford Industries Limited** for the year ended 31st March 2026, as stipulated in SEBI (Listing obligation & Disclosure Requirements) Regulation, 2015.

The compliance of the conditions of the Corporate Governance is the responsibility of the Management. In our opinion and to the best of our information and according to the explanations given to us, we certify that, on the basis of our verification of documents, records, balance sheet of the **Oxford Industries Limited** as on 31st March, 2026, the Paid-up Share Capital of the Company is less than Rs.10 Crore (Rupees Ten Crores Only) and the net worth of the company is less than Rs. 25.00 Crore (Rupees Twenty-Five Crore Only) and hence Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company, pursuant to Regulation 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the **year ended 31st March, 2026.**

For, Suprabhat & Co.
Practicing Company Secretary

Sd/-
Suprabhat Chakraborty
Proprietor
Membership No.: 41030
C.P. No.: 15878
UDIN: A041030H001142933
PEER REVIEW CERTIFICATE NO.2284/2022

Date- 18/08/2026
Place- Mumbai

Annexure- D

Managing Director (MD) and Chief Financial Officer (CFO) Certification

(Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We hereby certify that:

A. We have reviewed Financial Statements and the cash flow statement for the Financial Year ended March 31, 2026 and to the best of our knowledge and belief:

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

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

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

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

D. We have indicated to the Auditors and the Audit Committee:

i. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period;

ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii. We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For Oxford Industries Ltd

Sd/-
Saroj Kumar Choudhury
Managing Director & CFO
DIN: 11143083

Date-28/05/2026
Place- Mumbai

Annexure-E

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,
Oxford Industries Limited,
CIN: L17112MH1980PLC023572
136-B, Ansa Industrial Estate, Saki Vihar Road,
Sakinaka, Andheri (EAST),
Mumbai, Maharashtra, India, 400072

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **OXFORD INDUSTRIES LIMITED** having CIN: **L17112MH1980PLC023572** and having registered office at **136-B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (EAST), Mumbai, Maharashtra, India, 400072** produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) Para C of Schedule V 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 & 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 or any such other Statutory Authority :

Sr. No.	Name of the Director	DIN	Date of appointment	Designation
1	Kattakota Satyabati Devi	11586438	06/03/2026	Additional Director Designated as (Executive Director – WTD)
2	Saroj Kumar Choudhury	11143083	10/07/2025	Executive Director-Managing Director
3	Iranee Tripathy	10311352	10/07/2025	Non-Executive-Independent Director
4	Aakansha Vaid	02796417	13/05/2025	Non-Executive-Independent Director

5	Nitin Arvind Oza	03198502	13/05/2025	Non-Executive-Independent Director

Ensuring the eligibility of 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 this based on our verification. 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, Suprabhat & Co.
Practicing Company Secretary

Sd/-
Suprabhat Chakraborty
Proprietor
Membership No.: 41030
C.P. No.: 15878
UDIN: A041030H000517761
PEER REVIEW CERTIFICATE NO.2284/2022

Date- 28-05-2026
Place- Mumbai

Annexure-F

DECLARATION FOR CODE OF CONDUCT

Compliance with the Code of Business Conduct and Ethics as provided under SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 all Board members and Senior Management Personnel have affirmed compliance with Oxford Industries Limited Code of Business Conduct and Ethics for the year ended March 31, 2026

For Oxford Industries Ltd

Sd/-
Saroj Kumar Choudhury
Managing Director **Date- 28/05/2026**
DIN: 11143083 **Place- Mumbai**

INDEPENDENT AUDITOR'S REPORT

To The Member of

OXFORD INDUSTRIES LIMITED

Report on the Financial Statements

Qualified Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act, of the state of affairs of the Company as at March 31, 2026, and its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date

Basis for Qualified Opinion

The Company has incurred significant accumulated losses amounting to approximately ₹1,295.40 lakhs as at March 31, 2026, resulting in complete erosion of its net worth. Further, as at the reporting date, the Company's current liabilities exceed its current assets by Rs.186.78 Lacs (P.Y. 171.13 lacs), indicating a negative working capital position. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Notwithstanding the above, the financial statements have been prepared on a going concern basis, the appropriateness of which is dependent upon the Company's ability to generate adequate cash flows in future and/or obtain necessary financial support.

Our opinion is qualified in respect of the above matter.

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of utmost significance in our audit of the financial statements for 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 the matters described below to be the key audit matters to be communicated in our report.

Sr. No	Key Audit Matters	Auditor's Response
1	Material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern	Our audit approach consisted testing of the design and operating effectiveness as follows: (i) Evaluating the management's assessment of the Company's ability to continue as a going concern. (ii) Assessing the assumptions used in projected cash flows and business forecasts etc. (iii) Reviewing future business plans, borrowing arrangements, and other supporting evidence etc.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report and Management Discussion and Analysis, but does not include the financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act,2O13 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally acceptable in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act Read with Companies Indian Accounting Standards Rules 2015.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments. And estimates that the reasonable and prudent; and design implementation and maintenance of adequate internal financial controls that are operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements 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 are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility 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 it 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 scepticism 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an 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, make it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls 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 Section 143(3) of the Companies Act, 2013, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the 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 prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

(e) On the basis of the written representations received from the directors as on March 31, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026, from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".

(g) With respect to the matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act

In our opinion and to the best of our information and according to the explanation given to us, no remuneration is paid by the company to its directors in the Current Year.

Further, according to the information and explanations given to us, the Company has provided for director's sitting fees during the year; however, no payment has been made and the same remains outstanding as at the year-end.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(i) As per company's certification there is no pending litigations which will impact the Company's financial position in its financial statements.

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

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from the borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("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 provided any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether , directly or indirectly, lend or invest in other person or entities identified in any manner what so ever by or on behalf of the funding parties (" Ultimate Beneficiaries) or provide any guarantee, securities or the like on behalf of the Ultimate beneficiaries;

(c) In our opinion and based on the audit procedures, we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that representation under sub-clause (a) and (b) above contain any material misstatements.

(v) The provisions of Section 123 of the Companies Act, 2013 w.r.t. declaration or payment of dividend does not applicable as the Company has not declared any dividend during the year.

(vi) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, which is applicable from 1 April 2023, based on our examination, which included test checks, the Company has used accounting software (Tally Prime Edit Log) for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility, and the same has been enabled and operated throughout the year for all relevant transactions recorded in the software.

(i) As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013, we give in '**Annexure B**' a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E

Sd/-
CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN- **26063698CHHSOV4154**

Place: Bhubaneswar
Date: 28/05/2026

ANEXURE 'A" to the independent auditor's report on Ind-AS Financial Statements for the year ended 31st March, 2026

(Referenced in paragraph 1(under the heading of ‘Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal controls over financial reporting of Oxford industries Limited (" the Company") as on 31st March, 2026, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

1. Our Responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. we conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the, Guidance Note') and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained, and if such controls operated effectively in all material respects.

2. Our audit involves performing Procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial Statements, whether due to fraud or error.

3. 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

Company's internal financial control over financial reporting is a process designed to Provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations' of management and directors of the Company; and (3) provide reasonable assurance recording 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.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E

Sd/-
CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN- **26063698CHHSOV4154**

Place: Bhubaneswar
Date: 28/05/2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT
(Refer to in paragraph (2) under' Report on Other Legal and Regulatory Requirements' section of our report on the even date.)

We report that:

I. In respect of its Fixed Assets

(a) (A) The Company does not own any Property, plant, and equipment during the year. Accordingly, the reporting requirement of clause 3(i)(a)(A) of the Order is not applicable.

(B) The Company does not own any intangible assets during the year. Accordingly, reporting requirement of clause 3(i)(a)(B) of the Order is not applicable.
(b) The Company does not own any property, plant, and equipment during the year. Accordingly, the reporting requirement of clause 3(i)(b) of the Order is not applicable.

(c) The company has not held any immovable property for the year under consideration. Accordingly, reporting requirement of clause 3(i)(c) of the order is not applicable.

(d) The Company has not held any property, plant and equipment or any intangible assets for the year under consideration, hence no revaluation has taken place during the year.

(e) There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988, and rules made thereunder.

II. (a) The Company does not hold any inventory during the year. Accordingly, the reporting requirements under clause 3(ii)(a) of the Order are not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crores from banks or financial institutions on the basis of security of current assets.

III. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not provided any guarantee or security or granted any loans, secured or unsecured, to companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act,2013 except for counter guarantee given by the Company (as a member of GIDC' Ankleshwar) to Guiarat Industrial Development Corporation in respect of loan sanctioned by financial institutions to Bharuch Eco Aqua Infrastructure Limited (now known as Narmada Clean Tech Ltd.). According to the information and explanation provided to us, the terms and conditions are not Prima facie prejudicial to the interest of the Company.

IV. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under sections 185 and 186 of the Companies Act, 2013. In respect to the investments made by the Company, the provisions of section 186 of the Companies Act, 2013 have been complied with.

V. According to the information and explanations given to us and on the basis of our examination of the record, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013. Accordingly, the reporting requirement of clause 3(v) of the order is not applicable to the company.

VI. According to the explanations given to us, the provisions for maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 is not applicable to tire Company.

VII. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the book of account in respect of undisputed statutory dues including Goods and Services Tax (GST), Income-tax, Cess and other material statutory dues as applicable to it have generally been regularly deposited with the appropriate authorities.

However, on the basis of our examination of the books of account and records, certain undisputed statutory dues were outstanding as at March 31, 2026, for a period of less than six months from the date they became payable, as under:

Tax Deducted at Source (TDS): ₹38,343

GST payable under Reverse Charge Mechanism (RCM): ₹18,900

According to the information and explanations given to us, there are no undisputed amounts payable in respect of Goods and Service Tax (GST), Income Tax, Cess and other statutory dues were in arrear at March 31, 2026, for a period exceeding six months from the date they became payable, except as mentioned below:

Name of the statute	Nature of dues	Amounts (Rs.)	Period to which the amount relates	Due date	Date of payment	Remarks, if any
Income Tax act 1961	Income Tax	7.74 Lacs	FY 2005-06 (AY 2006-07)	-	-	Not Paid

(b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no dues of Goods and Services Tax, Income-tax, Cess or other material statutory dues, which have not been deposited with the Appropriate Authorities on account of any dispute.

VIII. According to the information and explanations given to us and on the basis of our examinations of the records of the company, the company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under Income Tax Act, 1961 as income during the year.

IX. (a) According to the information and explanations given to us and on the basis of our examination of the records, the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to financial institutions / banks or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The company has not been declared a willful defaulter by any bank or financial institution or any other lender.

(c) In our opinion and according to the information and explanation given to us, the company has not taken any term loans during the year and hence, the reporting requirement of clause 3(ix)(c) of the order is not applicable to the Company'.

(d) In our opinion and on an overall examination of the financial statements of the Company, no fund has been raised on short term basis have been used for long term Purpose by the Company.

(e) The company does not have any subsidiary, associate or joint venture. Accordingly the reporting requirement of clause 3(ix)(e) of the order is not applicable.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the reporting requirement of clause 3(ix)(f) of the order is not applicable.

X. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not raised money by way of initial public offer /further public offer (including debt instruments) during the year. Accordingly, the reporting requirement of clause 3(x)(a) of the order is not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, the reporting requirement of clause 3(x)(b) of the order is not applicable

XI. (a) According to the information and explanations given to us and on the basis of our examination of the records, no fraud by the Company or on the Company by its officers or employees as been noticed or reported during the year.

(b) According to the information and explanation given to us, during the year, no report under sub-section (12) of section 143 of the Companies Act,2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented by the management, there are no whistleblower complaints received by the company during the year.

XII. According to the information and explanations given to us and on the basis of our examination of the records, the company is not a Nidhi Company; thus, the reporting requirement under clause 3 (xii) of the Order is not applicable.

XIII. According to the information and explanations given to us and on the basis of our examination of the records, all transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act 2013, where applicable, and the details have been disclosed in the financial Statements, as required by the applicable accounting standards.

XIV. The company has not provided any internal audit report to us during our audit as asked against. Hence, we cannot comment on the internal audit system commensurate with the size and nature of its business of the company.

XV. According to the information and explanations given to us and on the basis of our examination of the records, there are no non-cash transactions with the directors or persons connected to its directors, covered under the provisions of section 192 of the Companies Act 2013.

XVI. (a) According to the information and explanations given to us and in our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement of clause 3(xvi)(a) of the order is not applicable.

(b) According to the information and explanations given to us and in our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement of clause 3(xvi)(b) of the order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the iegolatio.rs made by the Reserve Bank of India, and hence reporting under paragraph 3 (xvi)(c) of the order is not applicable to the company

(d) The company is not part of any group. Accordingly, the reporting requirement of clause 3(xvi)(d) of the order is not applicable.

XVII. The company has incurred cash losses in the financial year and in the immediately preceding financial year. Cash losses for FY 2025-26 are Rs. 19.02 lacs, and for Fy 2024-25 is Rs. 50.31 lacs.

XVIII. There has been resignation of the statutory auditors during the year and the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors

XIX. We draw attention to the financial statements, which indicates that the company has a net profit of Rs. 56.55 lacs during the year ended 31st March.2026 (previous year, Net loss of Rs. 50.31 lacs) and as of that date, the Company's net worth is fully eroded and the current liabilities exceed its current assets by Rs 186.78 (PY Rs 171.13 lacs). On the basis of the above mentioned point and according to the information and explanation given to us and on the basis of financial ratios, 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, the aforesaid events or conditions indicate that material uncertainty exists as on the date of the audit report regarding whether the company is 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.

However, Directors and Related Parties of the company would provide financial support to the company in the foreseeable future to meet its obligations as explained to us.

XX. According to the information and explanation given to us and on the basis of examination of records of the company, the requirements as stipulated by the provision of Section 135 of the Act are not applicable to the Company. Accordingly, the reporting requirements of clauses 3(xx)(a) and 3(xx)(b) of the order are not applicable.

XXI. The report is standalone financials of the company, hence the report requirement of clauses (xxi) of the order is not applicable.

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E

Sd/-
CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN- 26063698CHHSOV4154

Place: Bhubaneswar
Date: 28/05/2026.

OXFORD INDUSTRIES LIMITED

CIN: L17112MH1980PLC023572

136-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKINAKA, ANDHERI(EAST), Mumbai, Mumbai, Mumbai, Maharashtra, India, 400072

Email - oxford_industries@yahoo.com

Balance Sheet as at March 31, 2026

Particulars	Note No.	("₹" in Lakhs) As at March 31, 2026	("₹" in Lakhs) As at March 31, 2025
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2 (14)	-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets		-	-
(f) Intangible assets under development		-	-
(g) Financial Assets			
(i) Investments	2	67.96	-
(ii) Trade receivables		-	-
(iii) Loans and Advances		-	-
(iv) Others		-	-
(h) Deferred tax assets (net)		-	-
(i) Other non-current Assets		-	
Total Non Current Assets		**67.96**	**-**
Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investments	2(1)	-	42.94
(ii) Trade receivables	2(2)	-	1.81
(iii) Cash and cash equivalents	2(3)	1.04	1.08
(iv) Loans and Advances		-	-
(v) Others	2(4)	-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	2(5)	11.32	9.67
Total Current Assets		**12.37**	**55.51**
Total Assets		**80.33**	**55.51**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	2(6)	593.60	593.60
(b) Other Equity	2(7)	(712.42)	(764.73)
Total Equity		**(118.82)**	**(171.13)**
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings	2(9)	-	-
(ii) Lease liabilities		-	-
(iii) Trade payables		-	-
(iv) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)	2(8)	-	-
(d) Other non-current liabilities		-	-
Total Non-current Liabilities		**-**	**-**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	2(9)	-	-
(ii) Lease liabilities		-	-
(iii) Trade payables	2(10)	13.16	0.61
(iv) Other Short term Loan	2(11)	170.90	217.97
(b) Other current liabilities	2(12)	2.46	0.16
(c) Provisions	2(13)	12.63	7.89
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		**199.15**	**226.64**
Total Equity and Liabilities		**80.33**	**55.51**
		-	-0.00

See accompanying notes to the finanical statements, as under

Significant Accounting Policies	*1*
Notes to the Balance Sheet	*2*
Other Notes	*4*

In terms of our report of even date
For PAMS & Associates
Chartered Accountants
Firm Registration No. 316079E

For and on behalf of the Board of Directors
OXFORD INDUSTRIES LIMITED

Sd/-
CA MANORANJAN MISHRA
Partner
(Membership No.:063698)
Place: Bhubaneswar

Date: 28/05/2026

UDIN : 26063698CHHSOV4154

Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083

Sd/-
KATTAKOTA SATYABATI DEVI
Director
DIN:11586438

Sd/-
POONAM SHARMA
Company Secretary
M. No. A47218

OXFORD INDUSTRIES LIMITED				
CIN: L17112MH1980PLC023572				
136-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKINAKA, ANDHERI(EAST), Mumbai, Mumbai, Mumbai, Maharashtra, India, 400072				
Email - oxford_industries@yahoo.com				
Statement Of Profit And Loss For The Year Ended March 31, 2026				
			("₹" in Lakhs)	**("₹" in Lakhs)**
	Particulars	**Note No.**	**Year ended**	**Year ended**
			March 31, 2026	**March 31, 2025**
I	Revenue From Operations	3 (1)	-	227.17
II	Other Income	3 (2)	70.07	0.00
III	**Total Income (III)**		**70.07**	**227.17**
IV	EXPENSES:			
	Cost of materials consumed	3 (3)	-	-
	Purchases of Stock-in-Trade	3 (4)	-	208.68
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	3 (5)	-	-
	Employee benefits expense	3 (6)	1.43	2.32
	Finance costs	3 (7)	-	-
	Depreciation and amortization expense	2 (14)	-	-
	Other expenses	3 (8)	12.10	19.85
	Total expenses (IV)		**13.53**	**230.85**
V	**Profit/(loss) before exceptional items and tax (III- IV)**		56.55	-3.67
VI	Exceptional Items	3(9)	-	46.64
VII	**Profit/(loss) before tax (V-VI)**		**56.55**	**-50.31**
VIII	Tax expense:			
	(1) Current tax		4.24	-
	(2) Earlier tax			-
	(3) Deferred tax	2(8)	-	-
IX	**Profit / (Loss) for the period (VII-VIII)**		**52.31**	**-50.31**
X	**Other Comprehensive Income**		-	-
A	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XI	**Total Comprehensive Income for the period (IX+X)(Comprising Profit (Loss) and Other Comprehensive Income)**		**52.31**	**-50.31**
XII	**Earnings per equity shrare : (Before Exceptional Item)**			
	(1) Basic	3(10)	**0.88**	**-0.06**
	(2) Diluted	3(10)	**0.88**	**-0.06**
XVI	**Earnings per equity share: (After Exceptional Item)**			
	(1) Basic	3(10)	**0.89**	**-0.85**
	(2) Diluted	3(10)	**0.89**	**-0.85**

See accompanying notes to the finanical statements, as under

Significant Accounting Policies *1*
Notes to the Statement of Profit and Loss *3*
Other Notes *4*

For PAMS & Associates
Chartered Accountants
Firm Registration No. 316079E

For and on behalf of the Board of Directors
OXFORD INDUSTRIES LIMITED

Sd/-CA MANORANJAN MISHRA

Partner
(Membership No.:063698)
Place: Bhubaneswar

Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083

Sd/-
KATTAKOTA SATYABATIDEVI
Director
DIN:11586438

Date: 28/05/2026

UDIN : 26063698CHHSOV4154

Sd/-
POONAM SHARMA
Company Secretary
M. No. A47218

OXFORD INDUSTRIES LTD
CIN: L17112MH1980PLC023572
136-B, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD, SAKINAKA, ANDHERI (EAST) Mumbai, Maharashtra, India, 400072
Email - oxford_industries@yahoo.com

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2026

	Particulars	("₹" in Lakhs) 2025-26	("₹" in Lakhs) 2024-25
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Net Profit / (Loss) after Tax as per P & L Account	56.55	(50.31)
	Adjusted for		
	Current Taxation	(4.24)	-
	Previous Year Taxation	-	-
	Exceptional Item	-	46.64
	Deferred Taxation	-	-
	Net Profit / (Loss) before Tax and Extraordinary items	**52.31**	**(3.67)**
	Adjusted for		
	Depreciation	-	-
	Interest Expenses	-	-
	Interest/Other Income	-	-
	Operating Profit before working capital changes	**52.31**	**(3.67)**
	Adjusted for		
	(Increase) / Decrease in Trade & Other Receivables	1.81	44.60
	(Increase) / Decrease in Other Current Assets	(1.65)	(6.62)
	(Increase) / Decrease in Loans and Advances	-	-
	(Increase) / Decrease in Inventories	-	-
	(Increase) / Decrease in Other Financial Assets	-	-
	Increase / (Decrease) in Short term Provisions	4.74	(1.35)
	Increase / (Decrease) in Other Current Liabilities	2.30	(0.17)
	Increase / (Decrease) in Trade Payables	12.54	(45.55)
	Cash generated from operations	**72.05**	**(12.76)**
	Tax refund / (paid/provided)	-	-
	Cash flow before Extraordinary items	**72.05**	**(12.76)**
	Net Prior Year Income / (Expenses)/Extraordinary Items	-	(46.64)
	Net Cash from operating activities	**72.05**	**(59.40)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed Assets / Capital Work - in - Progress	-	-
	Proceeds from sale of Fixed Assets	-	-
	(Purchase)/Sale of Investments	(25.02)	-
	Interest received	-	-
	Net cash from investing activities	**(25.02)**	**-**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from long term borrowings	-	-
	Repayment of Long term borrowings	-	-
	Proceeds from Short term borrowings	(47.07)	48.95
	Repayment of Short term borrowings	-	
	Interest paid	-	-
	Net cash from financing activities	**(47.07)**	**48.95**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(0.04)**	**(10.45)**
	Opening balance of cash and cash equivalents	1.08	11.54
	Closing balance of cash and cash equivalents	**1.04**	**1.09**
		-0.00	

As per our report of even date

For PAMS & Associates
Chartered Accountants
Firm Registration No. 316079E

For and on behalf of the Board of Directors of
OXFORD INDUSTRIES LIMITED

Sd/-
CA MANORANJAN MISHRA
Partner
(Membership No.:063698)
Place: Bhubaneswar
Date: 28/05/2026

UDIN : 26063698CHHSOV4154

Sd/-
SAROJ KUMAR CHOUDHURY
Managing Director
DIN: 11143083

Sd/-
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Director
DIN:11586438

Sd/-
POONAM SHARMA
Company Secretary
M. No. A47218

OXFORD INDUSTRIES LTD

Statement Of Changes In Equity For The Year Ended March 31, 2026

(a) Equity share capital **(₹ in Lakhs)**

Balance as at April 1, 2025	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
593.60	-	593.60	-	593.60

Balance as at April 1, 2024	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
593.60	-	593.60	-	593.60

B. Other Equity **(₹ in Lakhs)**

Particular	Reserves & Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves (General Reserve)	Retained Earnings	
Balance as on 1st April 2024	26.95	432.85	123.18	(1,297.40)	(714.42)
Profit for the year	-	-	-	(50.31)	(50.31)
Other Comprehensive Income (Net of Tax)	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-
Less: Dividends	-	-	-	-	-
Balance as on 31st March 2025	**26.95**	**432.85**	**123.18**	**(1,347.71)**	**(764.72)**
Profit for the year	-	-	-	52.31	52.31
Other Comprehensive Income (Net of Tax)	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	52.31	52.31
Less: Dividends	-	-	-	-	-
Balance as on 31st March 2026	**26.95**	**432.85**	**123.18**	**(1,295.40)**	**(712.41)**

OXFORD INDUSTRIES LIMITED

Accompanying notes to the financial statements
For the year ended March 31, 2026

Note No.	As at March 31, 2026	As at March 31, 2025
	(₹ in Lakhs)	**(₹ in Lakhs)**
Current Assets:		
2 Financial Assets		
Investments	67.96	
	67.96	
Current Assets:		
2 (1) Investment (Unquoted)		
Kachins Clothings Ltd.(Equity Shares)	-	12.50
Narmada Clean Tech Ltd.(Equity Shares)	-	30.44
Total	**-**	**42.94**
2 (2) Trade Receivables		
MSME		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
Others		
Less than 6 months	-	1.81
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
Disputed dues - MSME		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
Disputed dues - Others		
Less than 6 months		
6 months - 1 year		
1-2 years		
2-3 years		
More than 3 years		
(Refer clause 'u' & clause 'h' of Note No. 4)		
Total	**-**	**2.00**

Note No.	As at March 31, 2026	As at March 31, 2025
	(₹ in Lakhs)	(₹ in Lakhs)
2 (3) Cash and Cash Equivalent		
Balances with Banks	1.04	1.05
Cash on Hand	0.01	0.03
Total	**1.00**	**1.00**
2 (4) Other Financial Assets		
Total	**-**	**-**
2 (5) Other Current Assets		
Net GST credit available	11.32	9.67
IT Refund		-
Total	**11.32**	**9.67**
2 (7) Reserves and Surplus / Other Equity		
a. Capital Reserves		
Opening Balance	26.95	26.95
(+) Current Year Transfer	-	-
Closing Balance	**26.95**	**26.95**
b. Share Premium		
Opening Balance	432.85	432.85
(+) Current Year Transfer	-	-
Closing Balance	**432.85**	**432.85**
c. General Reserves		
Opening Balance	123.18	123.18
(+) Current Year Transfer	-	-
Closing Balance	**123.18**	**123.18**
d. Retained Earnings		
Opening balance	(1,347.71)	(1,297.40)
Net Profit/(Net Loss) For the current year	52.31	(50.31)
Closing Balance	**(1,295.40)**	**(1,347.71)**
Total	**(712.42)**	**(764.73)**

Note No.	As at March 31, 2026	As at March 31, 2025
	(₹ in Lakhs)	(₹ in Lakhs)
2 (8) Deferred Tax Liability (Net)		
(Refer clause 't' of Note No. 4)		
Opening Deferred Tax Liability as on 1st April 2024	-	-
Less : Written back during the year	-	-
Closing Deferred Tax Liability as on 31st March 2025	-	-
On excess of net block of fixed assets as per books of accounts over net block of fixed assets as per Income Tax Act, 1961	-	-
Deferred tax Liability (Net)	-	-
Deferred Tax Charge / (Credit) for the year	-	-

Note No.	As at March 31, 2026	As at March 31, 2025
	(₹ in Lakhs)	(₹ in Lakhs)
2 (9) Borrowings		
(Refer clause 'e' of Note No. 4)		-
Total	**170.90**	**-**
2 (10) Trade Payables		
MSME		
Less than 6 months	-	-
6 months - 1 year	-	0.61
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
Others		
Less than 6 months	0.52	-
6 months - 1 year	0.20	-
1-2 years	12.43	-
2-3 years	-	-
More than 3 years		
Disputed dues - MSME	-	-
Less than 6 months		
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years		
Disputed dues - Others	-	-
Less than 6 months		
6 months - 1 year	-	-
1-2 years	-	-
2-3 years	-	-
More than 3 years		
(Refer clause 'u' & clause 'h' of Note No. 4)		
Total	**13.16**	**0.61**

-

Note No.	As at March 31, 2026	As at March 31, 2025
	(₹ in Lakhs)	(₹ in Lakhs)
2 (11) Other short term loans		
Loan From Others (Interest Free)	170.90	65.04
Loan From Related parties (Interest Free)	-	152.94
Total	**170.90**	**217.98**
2 (12) Other Current Liabilities		
Advance from debtors	0.32	-
GST Payable	0.19	-
TDS Payable	0.38	0.16
Professional Tax Payable	0.01	
Directors Sitting Fees	0.95	
Salary Payable	0.61	
Total	**2.46**	**0.16**
2 (13) Provisions - Short Term		
Provision for Income Tax FY 2005-06	7.74	7.74
Provision for Income Tax FY 2025-26	4.24	
Provision for Expenses	0.65	0.15
Total	**13.00**	**7.89**

OXFORD INDUSTRIES LIMITED

Accompanying notes to the financial statements
For the year ended March 31, 2026

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
	(₹ in Lakhs)	**(₹ in Lakhs)**
3 (1) Revenue from Operations		
Sale of Products	-	227.17
Total	**-**	**227.00**
3 (2) Other Income		
Income Tax Refund/interest	-	-
Sundry balance write-back	-	-
Miscellaneous Income		0.00
Long Term Capital Gain	32.50	
Notional Profit On Investment in ES	37.52	
Short Term Capital Gain(Shares)	0.05	
Total	**70.07**	**0.00**
3 (3) Cost of Material Consumed		
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
Total	**-**	**-**
3 (4) Purchase of Stock in Trade		
Opening Stock	-	-
Add: Purchases	-	208.68
Less: Closing Stock	-	-
Total	**-**	**209.00**
3 (5) Changes in Inventory of Finished goods & Work in Progress		
Opening Inventory		
Finished Goods	-	-
Work-In-Progress	-	-
	-	**-**
Closing Inventory		
Finished Goods	-	-
Work-In-Progress	-	-
	-	-
Total	**-**	**-**

OXFORD INDUSTRIES LIMITED
Accompanying notes to the financial statements
For the year ended March 31, 2026

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
	(₹ in Lakhs)	(₹ in Lakhs)
3 (6) Employee Benefit Expenses		
Salaries and incentives	1.43	2.28
Staff welfare expenses		0.04
Total	**1.43**	**2.32**
3 (7) Finance Cost		
Interest on Loan	-	-
Total	**-**	**-**
3 (8) Other Expenses		
Advertisement Expenses	1.67	1.00
Audit Fees	0.95	1.70
Insurance Charges	-	-
Interest & Late Fees	0.03	0.58
Legal, Professional & Consultation Charges	1.61	4.57
BSE Listing Fees/NSE Fees/Membership Fees	3.95	5.14
BSE fines/Penalties	1.14	
Office Expenses	-	0.41
Postage & Telephone Charges	0.00	0.01
Printing & Stationary	-	0.28
Rent	0.06	1.79
VAT (Gujarat) Demand Paid	-	-
Selling and Distribution Expenses	-	1.36
Software Expenses and Website Charges	0.08	-
GST ITC Written Off	-	0.25
Sundry Balance Written Off	-	2.76
Bank Charges	0.04	
Director's Sitting Fees	1.05	
Electricity Charges	0.06	
Repairs&Maintenance	0.06	
RTA Charges	1.40	
Total	**12.10**	**19.85**
3 (9) Exceptional Items		
BSE fines/Penalties	-	46.64
3 (10) Earning per Equity Share (After Exceptional Items)		
Profit/(Loss) attributable to Equity shareholders	52.31	-50.31
Weighted average number of equity shares	**59.36**	**59.36**
Basic & Diluted Earnings Per Share	**0.89**	**-0.85**
Face value per Share (Rs.)	**10.00**	**10.00**
Earning per Equity Share (Before Exceptional Items)		
Profit/(Loss) attributable to Equity shareholders	**52.31**	**-3.67**
Basic & Diluted Earnings Per Share	0.88	-0.06

OXFORD INDUSTRIES LIMITED

Accompanying notes to the financial statements
For the year ended March 31, 2026

2 (6) Share Capital	As at March 31, 2026 (₹ in Lakhs)	As at March 31, 2025 (₹ in Lakhs)
a. Details of authorised, issued and subscribed share capital		
Authorised Capital		
9,500,000 Equity Shares of Rs.10/- each	950.00	950.00
600,000 Redeemable Preference Shares of Rs. 100/-each	600.00	600.00
	1,550.00	**1,550.00**
Issued, Subscribed and Paid up		
5,943,350 Equity Shares of Rs.10/- each fully paid.	594.34	594.34
Less : Calls in Arrears	(0.74)	(0.74)
	593.60	**593.60**

b. Information on shareholders (Holding more than 5%)

Name of Shareholder	Relationship	As at March 31, 2026		As at March 31, 2025	
		No of Equity shares held	Percentage	No of Equity shares held	Percentage
Kewalchand Jain	Shareholder	5,61,565	**9.45%**	5,61,565	9.45%
Arefa Laila	Promoter Group	3,00,873	**5.06%**	3,00,873	5.06%
Zainab Laila	Promoter Group	3,40,647	**5.73%**	3,40,647	5.73%
Farida Laila	Promoter Group	4,63,529	**7.80%**	4,63,529	7.80%
Ali Laila	Promoter Group	6,49,984	**10.94%**	6,49,984	10.94%

c. The Company has issued only equity shares which enjoys similar rights in respect of voting, payment of dividend and Repayment of capital.

d. Details of shares held by promoters

Promoters name	As at 31st March, 2026		As at 31st March, 2025		% Change during the year
	Number of shares held	% of total shares	Number of shares held	% of total shares	
Arefa Laila	3,00,873	**5.06%**	3,00,873	5.06%	**0.00%**
Zainab Laila	3,40,647	**5.73%**	3,40,647	5.73%	**0.00%**
Farida Laila	4,63,529	**7.80%**	4,63,529	7.80%	**0.00%**
Ali Laila	6,49,984	**10.94%**	6,49,984	10.94%	**0.00%**
Shabbir Laila	2,76,520	**4.65%**	2,76,520	4.65%	**0.00%**
Mazher N. Laila	2,76,480	**4.65%**	2,76,480	4.65%	**0.00%**
Fatema M. Laila	2,89,337	**4.87%**	2,89,337	4.87%	**0.00%**
Salim T. Shahpurwala	79,280	**1.34%**	79,280	1.34%	**0.00%**

2(14) Property, Plant and Equipments

For the year ended March 31, 2026

(₹ in Lakhs)

Particulars	Rate of Depr.	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS AT 01-04-2024	ADDITION DUR. YEAR	DEDU. DUR. YEAR	AS AT 31-03-2025	UP TO 01-04-2024	FOR THE YEAR	DEDU. FOR THE YEAR	UP TO 31-03-2025	AS AT 31-03-2025	AS AT 31-03-2024
Property	-	-	-	-	-	-	-	-	-	-	-
Plant	-	-	-	-	-	-	-	-	-	-	-
Equipment	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-
Total		**NIL**									
Previous Year		**NIL**									

Sr.No.	Particular	Numberator	Denominator		FY 2025-26	FY 2024-25	Change %
1	Current Ratio	Current Assets/	Current Liabilities	Current Assets/ Current Liabilities	0.06	0.46	-86.50
2	Debt Equity Ratio	Total Debt/	Shareholder's Equity	Total Debt/ Shareholder's Equity	-1.18	-1.40	-15.80
3	Debt Service coverage Ratio	Earnings available for debt service /	Debt Service	Earnings available for debt service / Debt Service	NA	NA	NA
4	Return on equity ratio	Net Profits after taxes /	Average Shareholder's Equity	Net Profits after taxes / Average Shareholder's Equity	-0.36	-0.08	351.01
5	Inventory Turnover Ratio	Sales/	Average Inventory	Sales/ Average Inventory	NA	NA	NA
6	Trade Receivables Turnover Ratio	Net Credit Sales /	Average Accounts Receivable	Net Credit Sales / Average Accounts Receivable	0.00	10.39	-100.00
7	Trade payables Turnover Ratio	Net Credit Purchases /	Average Trade Payables	Net Credit Purchases / Average Trade Payables	0.00	9.95	-100.00
8	Net capital turnover ratio	Net Sales /	Average Working Capital	Net Sales / Average Working Capital	0.00	-2.59	-100.00
9	Net profit ratio	Earning before interest and taxes /	Net Sales	Earning before interest and taxes / Net Sales	#DIV/0!	-0.02	#DIV/0!
10	Return on Capital employed	Earning before interest and taxes /	Capital Employed	Earning before interest and taxes / Capital Employed	-0.48	0.29	-261.86
11	Return on investment	Net return on investment/	Cost of investment	Net return on investment/ Cost of investment	NA	NA	NA

1. Basic Of preparation of Financial Statement

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention, on accrual basis, the provisions of Companies Act, 2013 (the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant Amendment rules issued thereafter. All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

2. Significant Accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities as at the Balance Sheet date.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Any revisions to the accounting estimates are recognized prospectively when revised, in current and future periods.

3. Current versus non-current classification

The classification of an asset/liability either current or non-current has been made applying the criteria of realization/payment of such assets/liability within a period of 12 months after the reporting date. The Company classifies all other assets / liabilities as non-current.

4. Revenue and Cost Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. Amounts disclosed as revenue are inclusive of excise duty and net of returns, rebates, Value added taxes /GST and amounts collected on behalf of third parties.

5. Prior Period Items, Non-recurring & Extra-ordinary items.

Material items relating to prior period, if any, and non-recurring and extra ordinary items, if any, are disclosed separately.

6. Property, Plant & Equipment

All items of property, plant and equipment are initially recorded at cost, net of recoverable taxes and discounts.

The cost includes the cost of replacing part of the property, plant and equipment meeting the recognition criteria and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment upto the date of commissioning of the assets.

Subsequent to initial recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Depreciation

Depreciation on Tangible assets is provided on Straight-line basis over the useful lives prescribed in Schedule II to Companies Act, 2013.

Depreciable amount is the cost of an asset, or other amount substituted for cost, less its residual value. A maximum residual value of 5% is considered for all assets.

7. Inventories

Raw material and consumable stores are valued at cost or net realisable value whichever is lower. Cost comprises of purchase price, freight, taxes & duties reduced to the extent of value of GST Input Tax credit set off if any. Finished goods and in-process goods are valued at cost (which includes material cost, cost of conversion and appropriate production overhead thereof) or net realisable value, whichever is lower. Traded goods in stock are valued at cost (which includes cost of purchase as direct cost) or net realisable value, whichever is lower.

8. Employee Benefits

a. Contribution to Provident fund is accounted on accrual basis with corresponding contribution to recognised fund.

b. Contribution to Superannuation and Gratuity Fund is accounted on accrual basis with corresponding contribution to LIC for participation in Superannuation and Gratuity Scheme.

c. Provision for the value of un-encashed leave due to employees is made on actuarial valuation basis.

Find text on topics

All employee benefits payable within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

9. Research and Development

Expenditure incurred for developing new designs are considered as R&D expenditure and charged to Profit & Loss account in the year of expenditure.

10. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowing costs are charged to revenue

11. Leases

The Company assesses whether a contract contains a lease, at the inception of the contract. A Contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of identified asset; (ii) the Company has substantially all of economic benefits from the use of asset through a period of lease and (iii) the Company has the right to direct the use of the asset.

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a loase term of 12 months or less. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

There are no leases/assets falling within definition of right to control the use.

12. Impairment of Non-Financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Statement of profit and loss.

13. Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, highly liquid investments that are readily convertible into known amounts of cash which are subject to an insignificant risk of changes in value.

14. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

15. Provision for Taxation

Provision for current Income Tax shall be made on the tax payable on the taxable income after considering tax allowances deductions and exemptions determined in accordance with the prevailing tax laws.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

16. Foreign Currency Transactions

Foreign currency transactions of revenue nature are accounted using a conversion rate prevailing on the date of transaction.

Monetary items denominated in foreign currency outstanding at the last date of the year are restated using the rates of exchange prevalent on that date. All exchange differences arising on settlement of transactions at period-end, restatement of monetary items are recognised in the Profit & Loss Account.

17. Earnings Per Share

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

Upon discontinuation of an operation the basic and diluted amount per share for the discontinued operation is separately reported, as applicable.

18. Provisions, Contingent Liabilities and Contingent Assets.

No provision is recognized for any possible obligation that arises from past events and the existence of which will be confirmed only by that occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the Company.

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognized in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

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

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Ind AS financial statements. Contingent assets are not recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

NOTE NO. 04: OTHER NOTES

a) Previous year figures have been regrouped or rearranged, wherever considered necessary, to conform to current years' classification.

b) Labour Code:

The Government of India has consolidated 29 existing labour laws into four labour codes, namely the Code on Wages, 2019; the Social Security Code, 2020; the Industrial Relations Code, 2020; and the Occupational Safety. Heath and Working Conditions Code, 2020 (collectively referred to as the Codes), effective 21 November 2025. Based on the information currently available and in line with the guidance issued by the Institute of Chartered Accountants of India (CAI), the Company has assessed that the impact of the Codes is not material and has not recognised any expenses in this regard. The Company will evaluate the impact, if any. once the relevant Central and State Rules are notified and will account for the same accordingly if required.

c) Subsequent Event

The company has invested Rs. 51,000/- in "TAMPA ENTERPRISES PRIVATE LIMITED", a subsidiary company incorporated on 11th April 2025, by subscribing to 5,100 equity shares of Rs. 10/- each, pursuant to the resolution passed on 21st March 2025.

d) Contingent Liabilities

The Company, earlier having its plant at Gujarat Industrial Development Corporation (GIDC), Ankleshwar, was required to contribute towards equity of Bharuch Eco Aqua Infrastructure Ltd. (BEAIL) Ankleshwar, a company floated by GIDC and GPCB for implementing an effluent treatment and disposal system in GIDC, Ankleshwar. BEAIL required all member-companies to give a counter guarantee in favour of GIDC for loans sanctioned by financial institutions to BEAIL and guaranteed by GIDC. This counter-guarantee had been issued by the Company. However, no liability has been materialized as on 31st March 2026 due to this counter guarantee provided to GIDC. Necessary steps are being taken by the company for withdrawal of this counter guarantee as it does not have any plant now in GIDC, Ankleshwar. BEAIL is now known as Narmada Clean Tech Ltd.

e) Impairment of Assets

In opinion of the management, none of the assets of the company are required to be Impaired as on the date of the balance sheet in accordance with Indian Accounting Standard 36 issued by the Institute of Chartered Accountants of India on “Impairment of Assets”.

e) Secured Loans

The company had completed One Time Settlement (OTS) with all five lenders during financial years 2020-21 and 2021-22 and received No Dues Certificate from them. ROC charges have also been satisfied. There are no secured loans outstanding as on 31st March 2026 from any bank or financial institutions. .

f) Managerial Remuneration

Perticulars	**2025-26 (Rs.)**	**2024-25 (Rs.)**
Salary	Nil	Nil
Other Perquisites	Nil	Nil
Total	Nil	Nil

Note: Since no managerial remuneration is paid hence no computation is given in the notes.

g) Current Assets

i) Trade Receivables

Trade Receivables outstanding at the beginning of the financial year 2025-26 Rs 1.81 lakhs, and at the end of the financial year 2025-26 Rs (0.32) lakhs. Ageing details and other classifications are given in financial statements. .

ii) Loans & Advances There are no Loans & Advances outstanding in the beginning and at the end of the financial year 2025-26, hence other classifications are not being given.

h) Current Assets -other details

i) In the opinion of the Board of Directors, all current assets have a value on realisation in ordinary course of the company’s business, which is at least equal to the amount at which they are stated in Balance Sheet unless otherwise stated.

ii) Various Debit /Credit balances are subject to confirmation.

i) Export incentives in form of DEPB License Entitlement/Duty Drawback at the end of the year are recognized at Rs. NIL (Previous Year Rs. NIL)

j) Unpaid dividend on 15% Optionally Cumulative Convertible Redeemable Preference Shares (that were already converted into equity shares as per the terms) for the year ended on 31-03-2001 Rs. 18.00 lacs, & for the year ended on 31-03-2002 Rs. 4.09 lacs were not provided for in the books of accounts due to inadequacy of profit or losses, This position remains the same as on 31.03.2026. .

k) During the financial year, the company has capitalized borrowing costs amounting to Rs. NIL (Previous Year Rs. NIL) attributable to the acquisition or construction of fixed assets.

l) Capacity & Production (As Certified by Management & relied upon by the Auditors)

The company does not have any manufacturing facility. The manufacturing facilities were auctioned by Indian Bank under SARFAESI Act in February, 2012.

SL. No.	Particulars	Units	2025-26	2024-25
1	Licensed capacity (Looms)	(Nos.)	NA	NA
2	Installed capacity (Looms)	(Nos.)	Nil	Nil
3	Production (Looms)	(In Meters)	Nil	Nil

m) Value of Import on CIF Basis

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)
1	Raw Materials	Nil	Nil
2	Stores and Spares	Nil	Nil
3	Capital Goods	Nil	Nil
4	Finished Fabric		

n) Expenditure in Foreign Currency

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)
1	Travelling Expenses	Nil	Nil
2	Commission on Exports	Nil	Nil
3	Others	Nil	Nil

0) Value of Raw Material Consumed

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)

		Rs.	%	Rs.	%
1	Indigenous	Nil	Nil	Nil	Nil
2	Imported	Nil	Nil	Nil	Nil
3	Total	Nil	Nil	Nil	Nil

p) Value of Stores and Spares, Dyes and Chemicals Consumed

SL. No.	Particulars	2025-26 (Rs.)		2024-25 (Rs.)	
		Rs.	%	Rs.	%
1	Indigenous	Nil	Nil	Nil	Nil
2	Imported	Nil	Nil	Nil	Nil
3	Total	Nil	Nil	Nil	Nil

q) Earnings in Foreign Exchange

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)
1	Exports (on FOB basis)	Nil	Nil

r) Quantitative Information

SL. No.	Particulars	2025-26 (Mtrs.)	2024-25 (Mtrs.)
1	Opening Stock of Finished Fabrics	Nil	Nil
2	Purchase of Finished Fabrics	Nil	2,05,49,116
3	Sale of Finished Fabrics	Nil	2,05,49,116
4	Closing Stock of Finished	Nil	Nil

s) Remittance in Foreign Exchange (Dividend)

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)
1	Dividend & Others	Nil	Nil

t) Deferred Tax:

In opinion of the management, given the present state of affairs, itis uncertain whether the operations of the Company would result in taxable income in the near future, As per the guidelines provided by Indian Accounting Standard (Ind AS') 12 issued by the Institute of Chartered Accountants of India, deferred tax assets should be recognized only in case that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Accordingly, the company has not recognized any Deferred Tax Asset as at 31 March 2026. There is NIL balance in Deferred Tax Liability and deferred Tax Assets account as on 31st March, 2026. .

u) Dues to Micro, Small and Medium Enterprises (MSME)

In terms of Section 22 of the Micro, Small and Medium Enterprises Development Act 2006, ('SME Act') the outstanding payable to Micro and Small enterprises, as defined under the SME Act, are required to be disclosed in the prescribed format. However, such Enterprises are required to be registered under the SME Act.

All SMF's in the books of accounts have been identified by the management except for those from whom no response has been received or no communication could be established. As on 31st March 2026, there are outstanding dues to SME's ii the DOOKS Of accounts and the payments have been made within the prescribed time limit of 45 days from the date of invoice. Hence the provisions of Sec 43B(h) are not applicable.

v) Earning Per Share (EPS) Rs in Lakhs

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)
	Earnings Per Share (EPS) Before | Exceptional Items		
	Net Profit/(loss) Before Tax	56.55	(3.67)
	Weighted Average No. of Equity Share	59.36	59.36
	Basic and Diluted EPS (Rupees)	0.88	(0.06)
	Earnings Per Share (EPS) After Exceptional Items		
	Net Profit/ (loss) after Tax	52.31	(50.31)
	Weighted Average No. of Equity Shares	59.36	59.36
	(Face value per Share Rs. 10/-)		
	Basic and Diluted EPS (Rupees)	0.88	(0.84)

w) Related Party Disclosures
Key Management Personnel (KMP): Mr. Mazher N. Laila- Chairman, Director & CFO
(Resigned w.e.f. 12th February 2026)

Relative of Key Management Personal (KMP):

Mr. Ali Laila
Mrs. Arefa Hararwala
Mrs. Farida Laila
Mts. Fatema Dalal
Miss. Zainab Laila

Entities in which relatives of KMP
have substantial interest

Carbine Enterprises Pvt. Ltd.
Blossom Fashions (India) Pvt. Ltd.
Blossom Textfab LLP
Zoho Enterprises LLP

Details of related party transactions during the year and balances outstanding at year end:

Particular	Current Year (Rs. In Lakhs) 2025-26	Previous Year (Rs. In Lakhs) 2024-25
(A)Transactions:	NIL	NIL
KMP	NIL	NIL
Relatives of KMP	NIL	NIL
Entities in which relative of KMP have a substantial interest	NIL	NIL
Blossom Fashions (India) Pvt. Ltd. -Borrowings (Interest free) -Repayment of Borrowings	 NIL NIL	 NIL Nil
Carbine Enterprises Pvt. Ltd. -Borrowings (Interest Free) -Repayment of Borrowings	 0.60 120.60	 NIL 6.08
Blossom Texfab LLP - Net Purchase of Finished Fabrics (including GST) - Payment towards Purchase of Finished Fabrics	 Nil Nil	 219.11 263.71
Zoho Enterprises LLP -Acquisition of Unlisted Equity shares -Payment towards Unlisted Equity shares	 NIL 32.94	 Nil 10.00
(B)Balance Outstanding at year end:		
KMP		
Mr. Mazher N. Laila	NIL	NIL
Relatives of KMP	NIL	NIL
Mr. Ali Laila -Rent Payable	0.06	NIL
Mrs. Arefa Hararwala	NIL	NIL
Mrs. Farida Laila	NIL	NIL
Mrs. Fatema Dalal	NIL	NIL
Miss Zainab Laila	NIL	NIL
Entities in which relatives of KMP have substantial interest	NIL	NIL
Blossom Fashions (India) Pvt. Ltd	NIL	NIL
-Borrowings (Interest Free	NIL	NIL
Carbine Enterprises Pvt. Ltd. -Borrowings (Interest Free)	Nil	120.00
Blossom Texfab LLP -Credit balance towards Purchase of Finished Fabrics	NIL	Nil
Zoho Enterprises LLP - Acquisition of Unlisted Equity shares	Nil	32.94

x) Remuneration to Statutory Auditor (Rs in Lakhs)

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)
1	Audit Fees	0.95	1.20

y) Prior Period Adjustments comprises of:

SL. No.	Particulars	2025-26 (Rs.)	2024-25 (Rs.)
(a)	Debits pertaining to prior period	Nil	Nil
(b)	Credits pertaining to prior Period	Nil	Nil
	Net Debits / Credits	Nil	Nil

z) The company's objects mainly confined to manufacturing and selling of textile fabrics in India. Hence disclosure requirements of Indian Accounting Standard 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India are not applicable to the company.

aa) The company had received a letter dt. 18th January, 2019 from BSE stating that in terms of BSE notice dt. 11th January 2019, the company is required to demonstrate the revival plan of operation within 1 year from the date of present notice and until then trading in the securities of the company shall continue to remain in Stage VI of GSM framework. If the company fails to demonstrate revival of operations within the stipulated one year period, then actions as envisaged in the said notice shall be initiated,

As per para-3 of said BSE notice dt. 11th January, 2019, "Companies which fail to demonstrate revival of their operations within the stipulated one-year period, then trading, in the securities of such company shall be suspended, followed by initiation of compulsory delisting process in accordance with provisions of SEBI (Delisting of Equity Shares) Regulations, 2009 read with provisions of Securities Contract (Regulation) Act, 1956 and Securities Contracts (Regulation) Rules, 1957."

The company vide its letter dt.31st January, 2019 had made a detailed representation to BSE requesting to remove the name of the company from the list of suspected listed shell companies looking to the background and present position of the company. It has also been stated by the company in this letter that "about revival plan of operations in the company, we would like to inform you that any decision about operations in the company will be taken only after amicable settlement of dues is arrived at with Indian Bank Consortium and outcome of ongoing case in DRT, Mumbai which is at judgement stage."

Thereafter BSE vide its Notice No. 20200114 - 18 dt. 14/01/2020, suspended the securities of the company w.e.f. 15/01/2020 as per provisions at para no. 3 of BSE notice dt. 11/01/2019. The Company again represented its position to BSE vide its letters dt. 30/01/2020 & 27/07/2020 and requested to keep the suspension on hold but the securities of the company continue to be suspended on BSE. .

The company further represented its position to BSE vide its letter dt. 25/04/2022 that the OTS with all lenders has been completed and on withdrawal of the DRT case, the Board of Directors will take necessary decision to restart the operations. The DRT case has been withdrawn by Indian Bank Consortium as approved by DRT-2 Mumbai as per order dated 18th May 2022. .

The company continued its correspondence with BSE from time to time and submitted its Revival / Business Plan to BSE on 30/01/2023 in response to BSE email dated 23/01/2023. Thereafter BSE vide its letter dated 23 / 02/2023 ordered Forensic Audit of Books of accounts and other documents of the company. The company has fully cooperated with the Forensic Auditor as appointed by BSE and has submitted documents / records/ explanations etc as required by them. .

The forensic auditor has submitted their report dated 20/06/2023 to BSE and the company has submitted its response to BSE Ltd on 29 / 06/2023 as required by them. .

The company has revived its operations from last quarter of financial year 2022-23 and the management has been trying for revocation of suspension of its securities from BSE.

BSE imposed fines for incomplete / delayed compliances amounting to Rs.46.79 Lakhs (Excluding GST). The company made application to BSE for waiver of these fines, BSE wide its email dated 02/01/2024 has rejected the waiver application of the company. Against this, the company has preferred an appeal before the hon'ble Securities Appellate Tribunal, Mumbai. Date of Filing of the appeal is 18/03/2024 and lodging number of the appeal is 137/2024. The company has since paid the said amount of fines during the year under protest. .

aa) Additional Reporting requirement as per amendment in Schedule III of the Company's Act 2013:

i) Details of Benami Property held. No proceedings have been initiated on or are pending against the company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder. .
ii) Title deeds of immovable properties not held in name of the company. There are no immovable properties which are held in name of the company. There are no immovable Properties owned by the company as on 31s March 2026. .

iii) Valuation of Property, Plant & Equipment, intangible asset and investment property. The Company is not having any property, plant and equipment during the financial year under consideration. Hence there is no revaluation of Property, plant and equipment (including right-of-use assets) or intangible assets during the current year or previous year. .

iv) Borrowings from Banks or Financial institution on the basis of Security of Current Assets. The company had completed One Time Settlement (OTS) with all five lenders during 2020-21 and 2021-22 and received No Dues certificate from them. ROC charges have also been satisfied. There are no secured loans outstanding as on 31st March 2026 from any Bank or Financial Institution. .

v) Wilful Defaulter. The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority. .

vi) Relationship with struck off Companies. The Company has no transactions with the companies struck off under the Companies Act, 2013. .

vii) Compliance with approved scheme(s) of arrangements. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year. .

viii) Undisclosed Income. There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account. .

ix) Details of crypto currency or virtual currency. The Company has not traded or invested in crypto currency or virtual currency during the current or previous year. .

x) Utilisation of Borrowed funds and share premium. The Company have not borrowed fund from Banks and Financial Institutions during the financial year 2025-26. .

xi) Registration of charges or satisfaction with Registrar of Companies

As at March 31, 2026, the register of charges of the Company as available in records of the Ministry of Corporate Affairs (MCA) includes charges that were created/ modified since the inception of the Company. There are certain charges which are historic in nature and it involves practical challenges in obtaining no-objection certificates (NOCs) from the charge holders of such charges, despite repayment of the underlying loans. The Company is in the continuous process of filing the pending charge satisfaction e-forms with MCA, within the timelines, as and when it receives NOCs from the respective charge holders.

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For PAMS & Associates

Chartered Accountants
Firm Registration No. 316079E

Sd/-
CA Manoranjan Mishra
Partner
(Membership No.:063698)
Place: Bhubaneswar
Date: 28/05/2026
UDIN- 26063698CHHSOV4154

For and on behalf of the Boa
Oxford Industries Limited

Sd/-
Saroj Kumar Choudhury
Managing Director
DIN: 11143083

Sd/-
Kattakota Satyabati devi
Director
DIN:11586438

Sd/-
Poonam Sharma
Company Secretary
M. No. A47218