winsome
Textile Industries Ltd.
SCO # 191-192, Sector 34-A
Chandigarh - 160 022 INDIA
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CIN : L17115HP1980PLC005647
E-mail : wtil@winsometextile.com
Website : www.winsometextile.com

Ref. No. WTIL/SECT/2026-2027:0034
Date: 31st August 2026

BSE Limited **<u>SCRIP CODE</u>:**
<u>514470</u>
Corporate Relationship Deptt.
Dalal Street, P.J. Towers,
Mumbai-400001.

<u>Subject</u>: <u>Annual Report (Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</u>.

Dear Sir,

In furtherance to our communication dated 20th August, 2026 and pursuant to the regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for F.Y. 2025-26.

Further, the 45th Annual General Meeting of the Company is scheduled to be held on Monday, 28th September, 2026 at 11.00 A.M. at the registered office of the Company.

You are requested to take the above mentioned document/information on your record.

Thanking you

Sincerely yours

For Winsome Textile Industries Limited

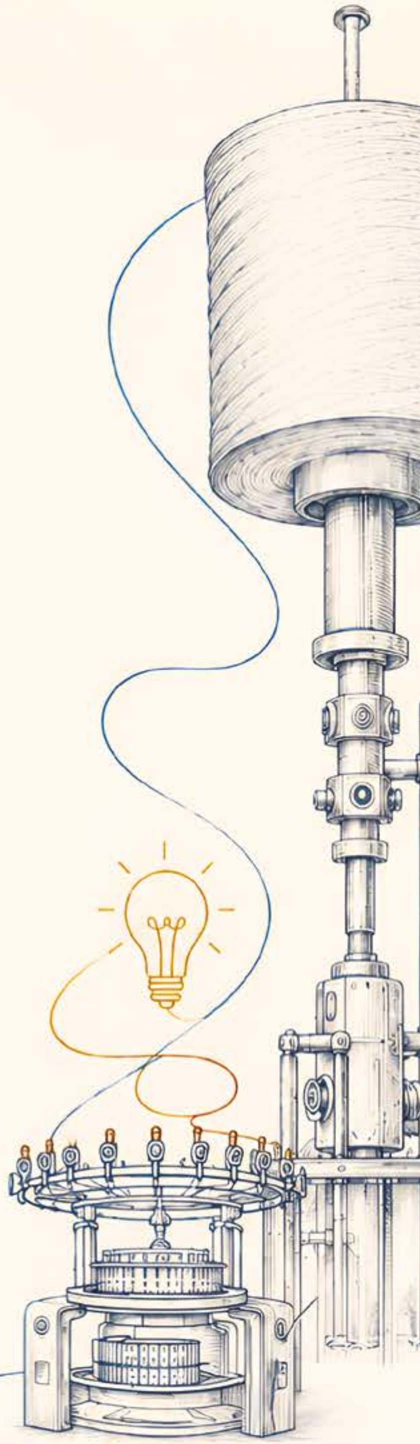
VIDESHWA R SHARMA
Digitally signed by VIDESHWAR SHARMA
Date: 2026.08.31 13:17:22 +05'30'

Videshwar Sharma
Company Secretary & Compliance Officer
ACS-17201

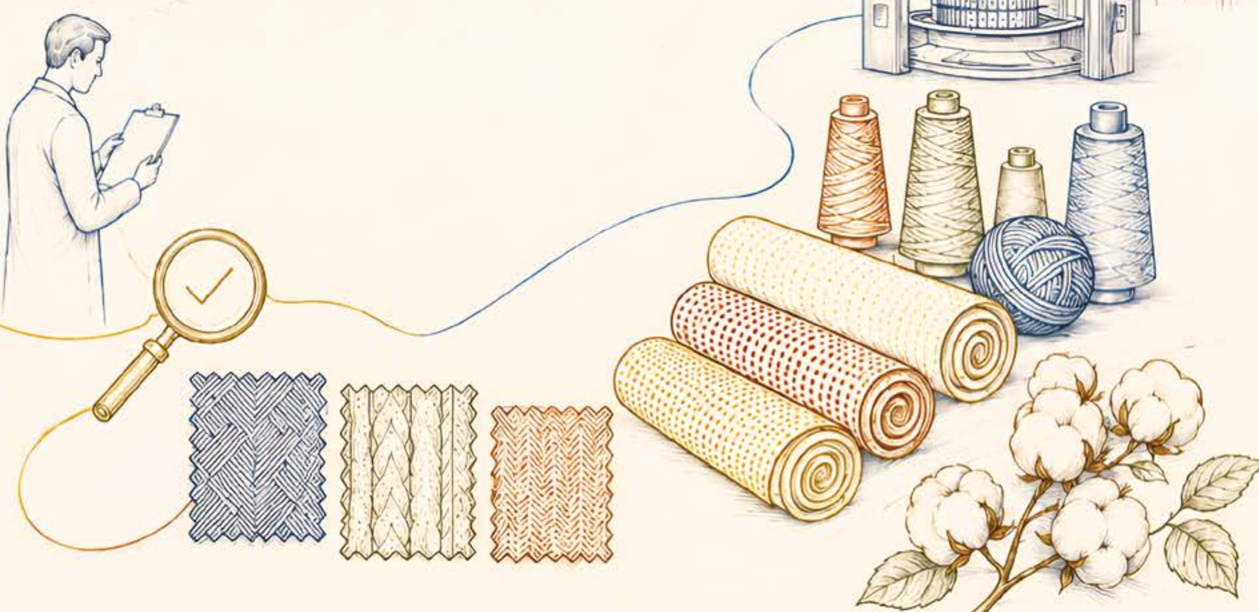
Encls: as above

winsome
Textile Industries Ltd.

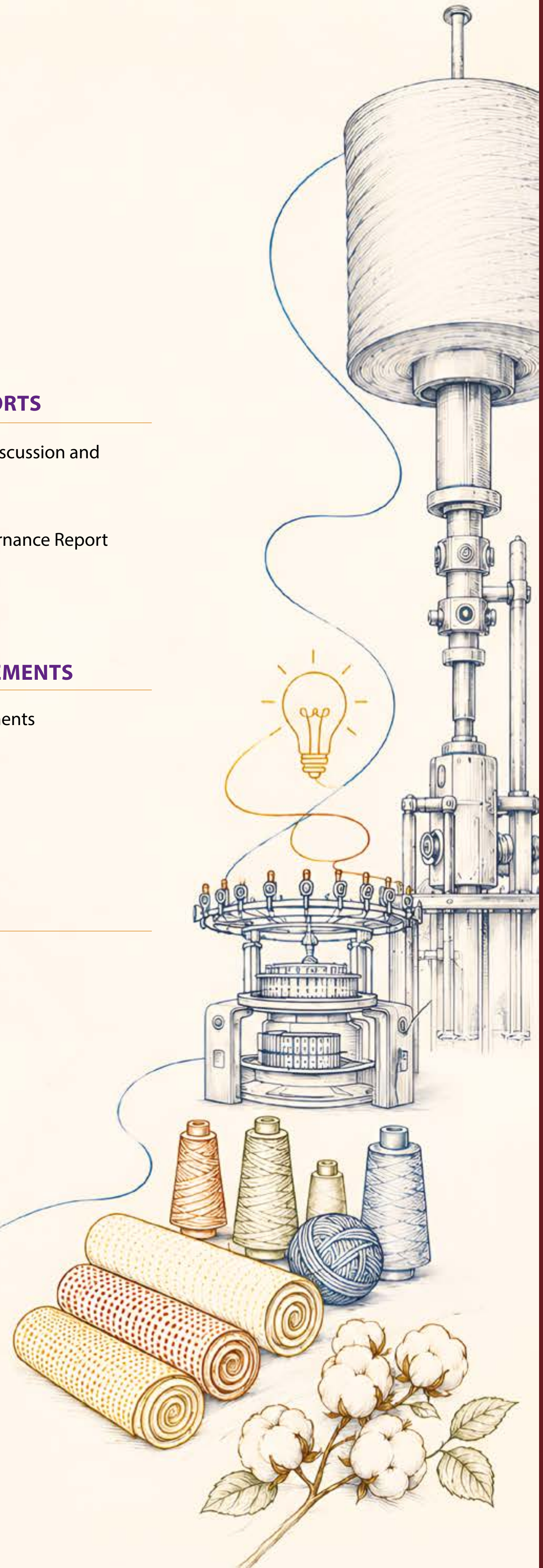
Value Engineered *for* Global Markets



45th Annual Report
2025-26



Inside the Report



Website:
www.winsometextile.com

Scan the QR code to view the report online

Forward Looking Statement

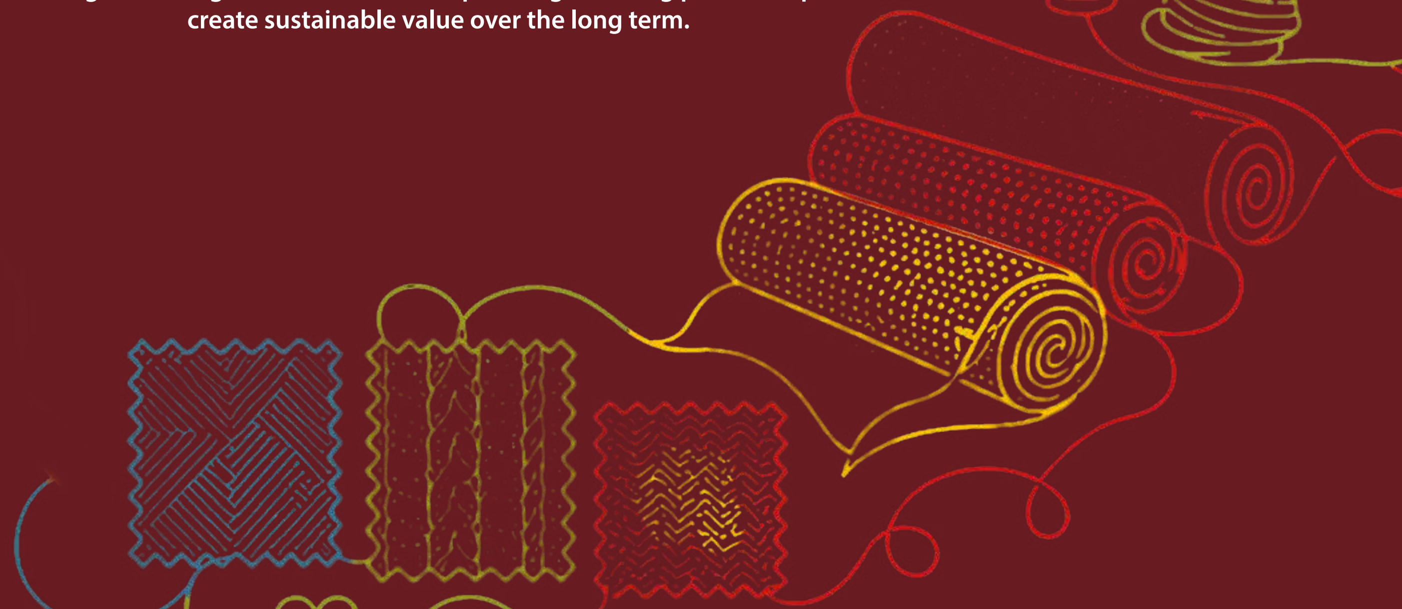
This report may contain forward looking statements which can be identified by specific terminology such as 'anticipates', 'believes', 'estimates', 'expects', 'intends', 'may', 'plans', 'should', 'could', 'will', or negative variations. These statements are subject to risks and opportunities beyond the Company's control, or the Company's current beliefs and assumptions about future events. The actual performance of the Company may differ from expected outcomes stated in this report. There is no guarantee that future results will be achieved as envisaged.

Value Engineered *for* Global Markets

Global markets are increasingly defined by differentiation rather than scale alone. Customers seek partners who can combine product innovation, manufacturing excellence and responsiveness with the consistency required to compete across diverse geographies and applications.

This is where Winsome Textile Industries has steadily built its distinction. Our integrated capabilities across spinning, dyeing and knitted fabric production, complemented by a strong culture of innovation and a dedicated R&D ecosystem, enable us to develop specialised yarns and textile solutions that address the evolving needs of customers in India and more than 50 international markets. Every new product, specialised blend and manufacturing advancement is shaped by a clear understanding of changing market expectations and the pursuit of higher value creation.

Our pursuit of excellence extends beyond manufacturing to continuously enhancing the value we deliver. By combining product innovation, technical expertise and manufacturing precision, we remain well positioned to meet the evolving needs of global customers, deepen long-standing partnerships and create sustainable value over the long term.



WHO WE ARE

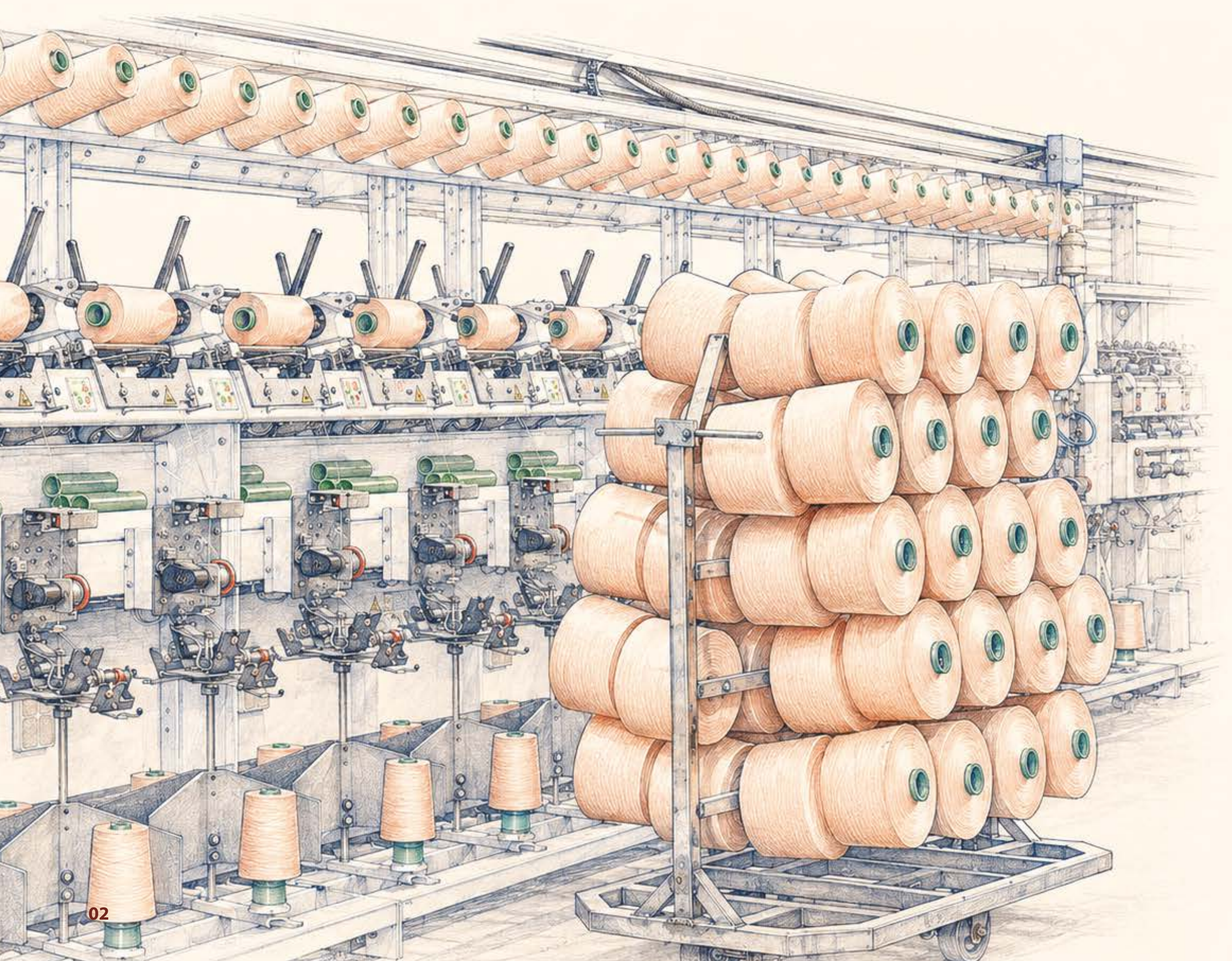
Crafted with Purpose, Rooted in Trust

With our vision grounded in resilience and value accretion, Winsome Textile Industries Ltd. (WTIL) has secured its recognition as a pioneering manufacturer of premium yarns and fabrics that cater to the knitting and weaving segments of the textile industry.

We specialise in cotton mélange, dyed and speciality yarns, including cotton-synthetic blends, thereby, addressing the diverse requirements of customers across domestic and international markets.

Upon incepting in 1980, we embarked with our first, state-of-the-art greenfield spinning unit in Baddi, Himachal Pradesh. We have evolved into an integrated textile player with our expertise ranging from spinning, dyeing and to yarn-dyed knitted fabric production.

Today, we stand empowered with a results-driven team and advanced manufacturing infrastructure that reaffirm our position as globally recognised premium supplier of value-added yarns, backed by a diversified customer base across India and overseas.



OUR VISION AND MISSION

> Global Player in Innovative and value-added Textile

- Worldwide network of customer - market in over 50 countries with over 250 customers and more than 600 customers in India.
- Focused and committed to develop new products - have over 30 different types of speciality products to offer.
- Dedicated R&D team and facility to develop new products.
- Aim to have 80% of capacity on value-added products.
- Close and focused interaction with fashion designers and buying houses to develop new concepts and products in textiles.

600+
Customers within India

50
Countries

250+
International Customers

KEY HIGHLIGHTS OF FY 2025-26

Financial Highlights

₹ 895.75 Crore
Revenue from Operations

₹ 26.59 Crore (PAT)
Net Profit

₹ 104.87 Crore
Earnings Before Interests, Taxes, Depreciation and Amortisation (EBITDA)

₹ 70.30 Crore
Net Cash Flow from Operations

Operational Highlights

1,08,288
Total Spinning Capacity

35 Tons/day
Dye House Capacity

8 Tons/day
Knitted Fabric Production Capacity

14,722 Crore
Total Production of Melange Yarn Segment

Sustainability Highlights

24%
Greenhouse Gas (GHG) Emission Intensity Reduction Achieved in FY26

~11.50%
of the Required Power is Produced Via Green Energy (Hydro and Rooftop Solar)

Up to 20%
Water Recycled

OUR JOURNEY

Fostering Precision driven Growth, Delivering Uncompromised Quality

PRODUCT INNOVATION AND INDUSTRY LEADERSHIP

1987

Emerged as the first Company in India to offer 100% acrylic (non-bulk) fibre dyed yarns.

1992

Pioneered to offer 100% cotton mélange yarns, as the first in Indian market.

1993

Secured our position as the second textile unit in India and recognised with the ISO 9002 certification.

QUALITY, SAFETY AND ENVIRONMENTAL EXCELLENCE

2000

Accomplished the status as the first textile unit to receive ISO 14001 certification in the North Zone for Environmental Management.

2009

Became the first textile unit to receive ISO 18001 certification in the North Zone for Safety Management.

MARKET LEADERSHIP AND BUSINESS TRANSFORMATION

2011

Recognised as one of the highest exporters of processed yarn in India, receiving the Gold Trophy on multiple occasions.

2021

Undertook modernisation initiatives across operations.

RENEWABLE ENERGY AND SUSTAINABLE GROWTH

2017

Launched a 3.5 MW mini hydro power plant in Himachal Pradesh for captive consumption.

2024

Established a 2.89 MW solar power plant for captive utilisation, the largest of its kind in Himachal Pradesh.

2026

Addition of new fleece line

GEOGRAPHIC PRESENCE

Enlarging/Expanding Our Horizons, Transforming Our Fibre to Fabrics

Our global footprint reflects our unswerving commitment to delivering innovative, high-quality yarn solutions across diverse markets. With exports contributing substantially to our revenues, we consistently strengthen enduring partnerships worldwide through our uncompromised product excellence, customer-centricity and reliable service.

50 approx
Countries

₹ 504.31 Crore
Total Export

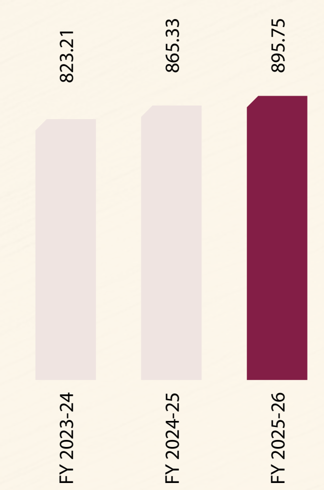
56.30%
Contribution of Export in Revenue

Map not to scale, for representation purposes only

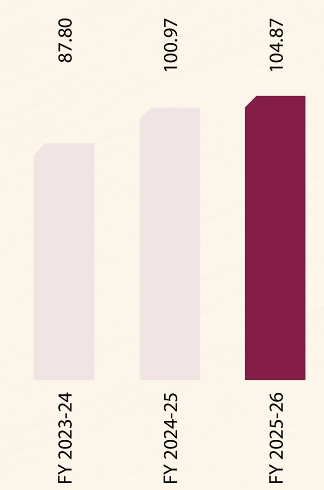
PERFORMANCE AT A GLANCE

Translating/Realising Our Visions to Metrics, Performing with Prudence

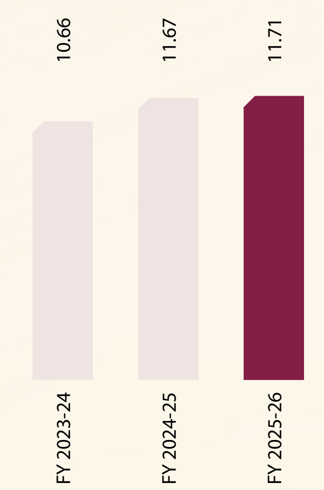
REVENUE FROM OPERATIONS
(₹ Crore)



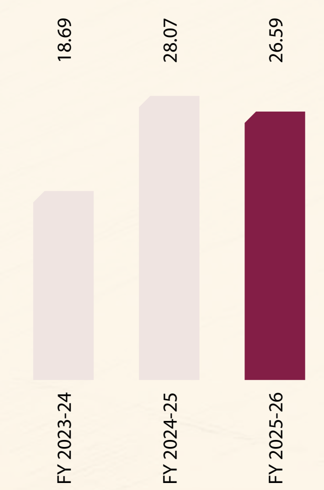
EBITDA
(₹ Crore)



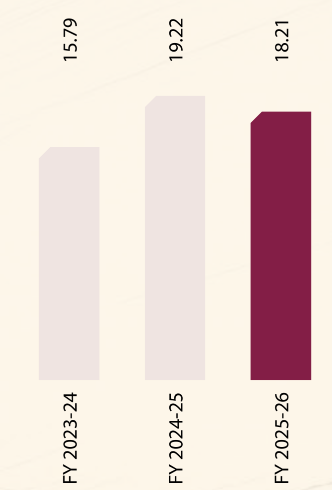
EBITDA MARGIN
(%)



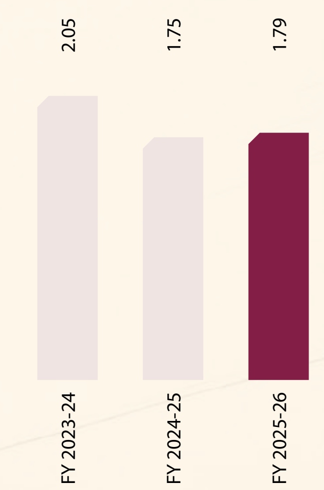
NET PROFIT
(₹ Crore)



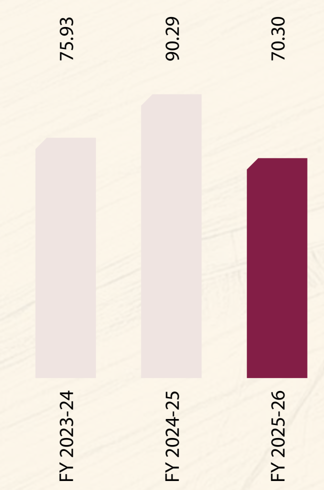
RETURN ON CAPITAL EMPLOYED (ROCE)
(%)



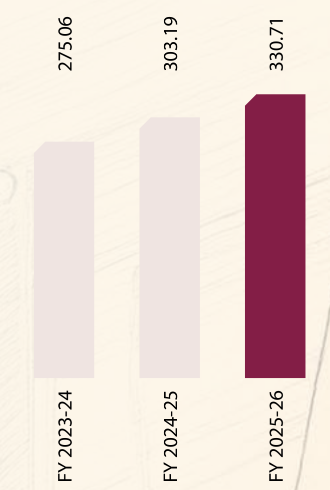
NET DEBT-EQUITY (D/E)
(%)

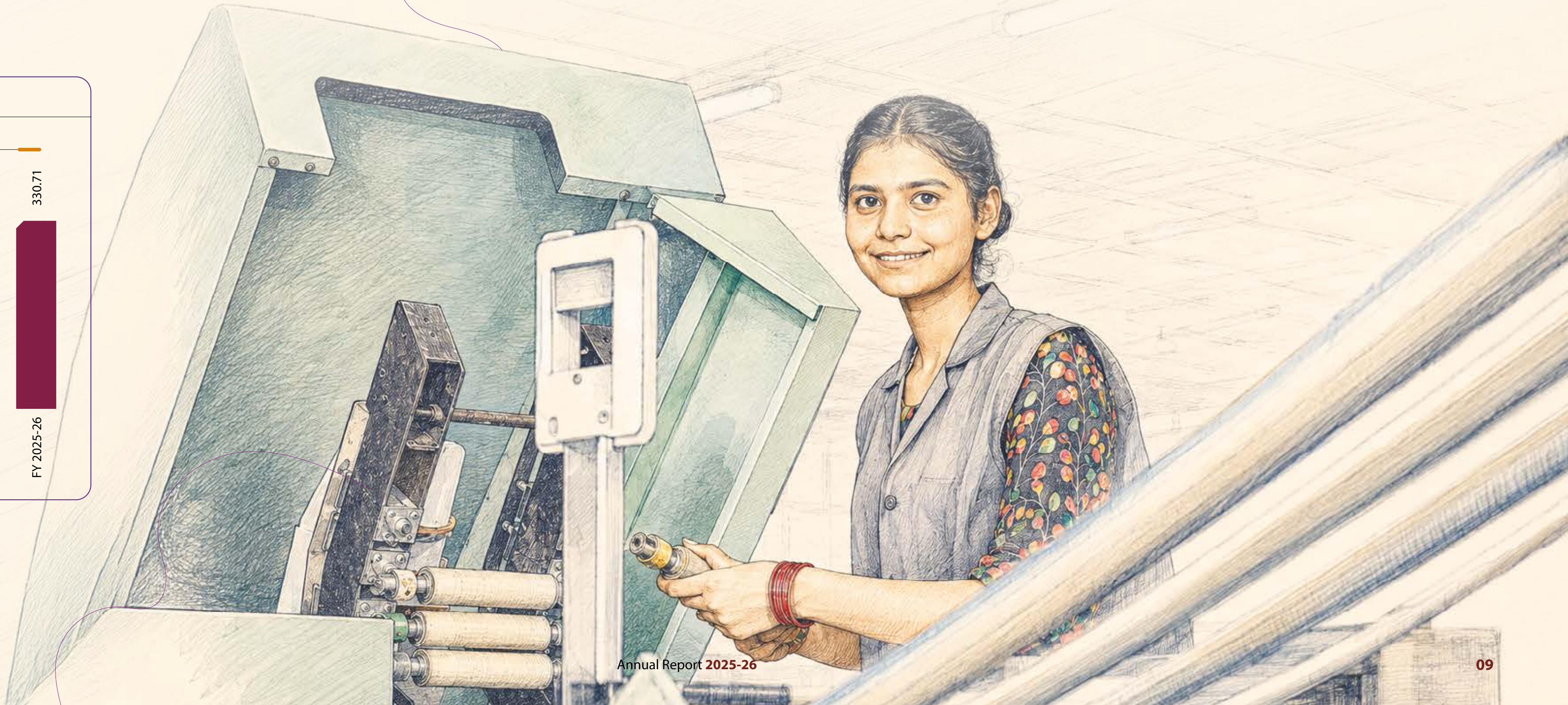


NET CASH FLOW FROM OPERATIONS
(₹ Crore)



NET WORTH
(₹ Crore)





MESSAGE FROM CHAIRMAN AND MANAGING DIRECTOR

At the Helm of Our Success

DEAR SHAREHOLDERS,

As we reflect on another year at Winsome Textile Industries Limited, I would like to place the year's progress in the context of the larger journey we are building. The business we seek to build is not one defined by scale alone, but by the strength of its capabilities, the quality of its execution and its ability to remain relevant as markets and customer expectations change.

Over the years, we have invested in understanding these shifts and responding with greater agility, stronger innovation and differentiated solutions. This approach has helped us strengthen our position across markets while building the resilience required to navigate an increasingly competitive global textile industry. 'Value Engineered for Global Markets' is a natural expression of how we combine engineering, capability and market understanding to create products that deliver greater value to customers across geographies. It is this discipline of continually strengthening what we offer, how we deliver it and where we can create value that will shape the next phase of our journey.

Navigating an Uneven Global Recovery

The year unfolded against a global textile market that was recovering, but without a clear or even pace. India's textile exports registered modest growth, while cotton yarn, fabrics, made-ups and handloom products remained broadly stable through FY 2025-26. International demand strengthened selectively across markets rather than in a broad-based manner, requiring us to remain measured in our planning, agile in our response and disciplined in the deployment of capacity.

Several factors shaped the operating landscape through the year. On the raw material front, domestic cotton availability remained a live consideration. A lower cotton crop kept the industry dependent on imports to supplement domestic supplies, even as subdued demand kept cotton prices soft for much of the year. This combination of tight supply and cautious demand called for disciplined procurement and careful cost management. At the same time, the Government of India maintained its focus on strengthening the sector through initiatives such as PM MITRA Parks, the Cotton Mission and technical textiles development, aimed at enhancing global competitiveness and supporting growth across the value chain.

Global sourcing patterns also evolved. As international buyers diversified their supply base, India retained its standing as a competitive and reliable exporter of yarn and fabric. In such an environment, we remained deliberate in our choice of where and how we compete. Our strategy has been to build value through differentiation, rather than pursue scale for its own sake, by directing our capabilities towards segments where our integrated manufacturing strengths, product expertise and technical understanding give us a meaningful advantage.

This focus on value creation began to translate into tangible outcomes towards the end of the year, with improving demand and profitability across our value-added portfolio. It reinforces our conviction that, in a market where volumes can be cyclical, enduring competitiveness will come from the quality of our product proposition and the value we create for customers.

Performance Anchored in Value Creation

Against a demanding backdrop, we delivered a resilient performance that improved on the previous year across our key operating metrics. Revenue from operations grew to ₹895.75 Crore, EBITDA rose to ₹104.87 Crore and our EBITDA margin improved to 11.71%. This improvement was led primarily by the optimisation of our Cotton Dyed Mélange and dye house operations, where disciplined planning and higher productivity allowed us to expand output within our existing resource base. Encouragingly, the final quarter brought a visible improvement in both demand and the profitability of our value-added segment.

Advancing Our Value-Added Proposition

The defining feature of the year was the continued reorientation of our portfolio towards higher-value and speciality products. We have consciously increased our presence in value-added segments while reducing our dependence on commodity lines, with the share of value-added products increasing by 21% during the year.

Value-added mélanges and solid dyed yarns were the principal contributors to this performance. More importantly, the shift is strengthening the quality of our earnings while deepening the relevance of our products to customers and the relationships we build with them.

Strengthening Through Modernisation

Modernisation has been a deliberate part of our strategy to reposition the manufacturing base for a higher-value product mix. During the year, we continued to invest in technology, equipment and process capability, with a clear focus on raising productivity, eliminating bottlenecks and progressively replacing legacy systems with more advanced manufacturing solutions. The objective has been to ensure that our capacity is not merely larger, but better aligned with the speciality segments where we see greater opportunities for differentiation and value creation.

The year saw several important interventions, including the installation of a Fleece Line to strengthen Cotton Dyed Mélange production, replacement of older cards and draw frames with advanced equipment, and the addition of Two-for-One Twisters. These investments have translated into tangible improvements in both scale and capability. We achieved our highest-ever Cotton Dyed Mélange production, reached a new monthly high in dyed yarn and fibre manufacturing, and increased our double yarn production capacity by 50%.

Equally important is the qualitative improvement in our manufacturing processes. The newer generation of equipment, supported by automation and digitisation, gives us significantly greater control over process parameters and enables tighter consistency and precision across production. This enhanced control is particularly important as we move towards increasingly specialised products, where quality, repeatability and process discipline are critical to customer value.

The direction is therefore clear: modernisation is not simply about replacing machines. It is about building a manufacturing platform that is more productive, responsive and precise, and better equipped to support the demands of Value Engineered for Global Markets.

Sustainability as a Competitive Advantage

Sustainability continues to be integral to how we create long-term value and we regard it as inseparable from our competitiveness. Our approach rests on three pillars. In energy, we continue to invest in hydro and solar power, which together meet close to 11.50% of our power requirement.

In efficiency, ongoing modernisation and lower water consumption per kilogram of yarn have improved our resource intensity. In circularity, we have expanded our use of recycled cotton and polyester alongside eco-friendly cellulosic fibres such as viscose. We have achieved a 24% reduction in Scope 1 and Scope 2 greenhouse gas emission intensity during the year, and we remain committed to our goal of net-zero emissions by 2050. Together, these measures lower our cost of production while reducing the carbon footprint across our supply chain.

Serving Global and Domestic Markets

Our reach now extends across more than 50 countries, with exports contributing 56.30% of revenue, supported by over 600 customers in India and 250 international customers. We balance these markets through careful segregation and allocation of capacity, allowing us to grow export revenues while deepening domestic relationships built on quality, service and long-term partnership rather than short-term gain.

Looking Ahead

The opportunities before us are compelling, particularly in dyed yarn and cotton-based mélange yarns, where we see growing potential across international sweater applications and fine-knit segments in India. We have made meaningful progress in building our sweater business and will now focus on deepening our engagement with leading brands, strengthening our visibility across global markets and increasing our participation in nomination-led programmes. Building new brand relationships and developing strategic tie-ups will remain important as we broaden our market presence and deepen our position in these higher-value segments.

I would like to extend my sincere appreciation to our shareholders, customers, employees, suppliers and partners for the trust and confidence they have placed in Winsome Textile Industries. The progress we have made reflects the commitment, expertise and resilience of our people, who remain central to the Company's ability to compete and create value. Guided by our enduring philosophy of Passion for Innovation, we will continue to sharpen our capabilities, broaden our portfolio and engineer products that create lasting value for the global markets we serve.

Warm regards,

Ashish Bagrodia
Chairman & Managing Director

PRODUCT PORTFOLIO

Pioneering Agility and Precision, Elevating Benchmarks

Our enterprise is fortified by the three pillars of long-term growth such as innovation, value creation and production efficiency. With a steady and rapid focus on value-added, specialised products, we strive to bolster our portfolio to serve a multitude of customer base worldwide.

Backed by smart and advanced manufacturing capabilities, continuous process optimisation and product upgradation proficiency, we deliver distinctive solutions across diverse applications. Our dedication to the maintenance of superior quality, customisation and sustainable materials further enables us to consolidate our position in niche segments while sustaining long-term value for all our stakeholders.

YARNS

Our yarn business combines cutting-edge manufacturing capabilities with innovation-led processes to ensure premium-quality and customised solutions to global markets. Supported by new-age dyeing technologies, precision process controls and rigorous quality standards, we continue to build our name as a trusted partner for customers seeking consistency, performance and product excellence.

The Ranges of Yarns


Melange Yarns


Organic Yarns

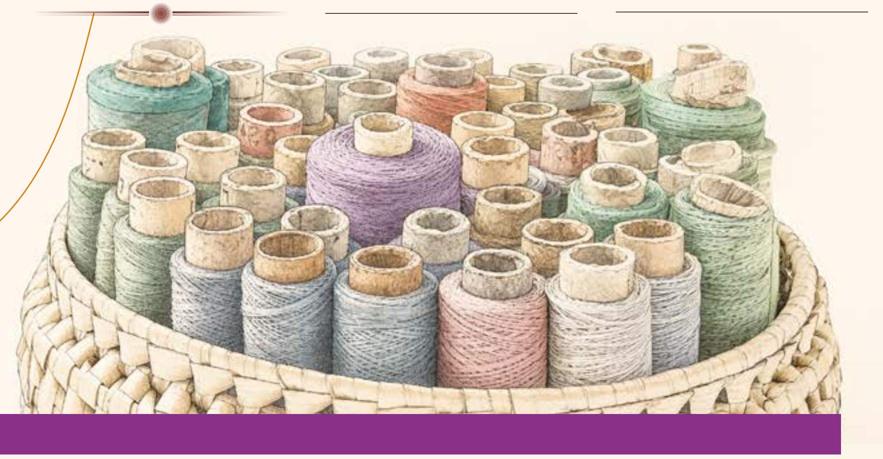

Dyed Yarns


Specialty Yarns


Customised Yarns

Key Segments of Our Offerings

Product	Unique Selling Proposition (USP)	Range	End Use
Neppy Melange	Fabrics Produce Unique Star-like Effect	Single and Multi-colour with Raw Base; Fluorescent Multi-colour Options	T-shirts, Lowers, Denim, Weaving Segments for Suiting and Shirting
Shiny Mel	Gives off Shiny Reflection on Fabric Surface under Sunlight and Disco Lights	Raw White with Shiny Effect, Customer Shade Options; Woolly Look and Shiny Melange	T-shirts, Lowers
Injection Slub Mel	Distinctive Break and Connect-like Fabric Look with Varying Colour Intensity	Cotton with Colour Injection (Single and Multi-colour); Cotton-polyester Combinations	T-shirts, Lowers, Hoody Jackets



Key Segments of Our Offerings

Product	Unique Selling Proposition (USP)	Range	End Use
Mohair Melange	Gives Hairy Effect to Fabric	Cotton/ Viscose or Cotton/Poly Blends	T-shirts, Lowers, Jackets, Hoody
Jaspe Melange	Differentiated Double Shade Effect in Single Structure	One Part Dyed and Another Part White; Different Contrast Shades; Including Slub and Neppy Effects	T-shirts, Lowers, Weaving Segments for Suiting and Shirting
Chill/ Flake Mel	Unique Snow or Grass-such as Fabric Surface Effect	Cotton and Polyester-Cotton (PC) Blend Variants; Mélange Blends; Reverse Chill and Flake Colour Contrasts	T-shirts, Lowers, Hoody Jackets
Wool Touch Mel	Wool-like Effect Excluding Wool Fibre	Raw White or Melange with Woolly Finish	T-shirts, Lowers, Hoody Jackets, Sweaters
Sparkling Mel	Unique Sparkly/ Glittering Effect under Sunlight and Disco Lights	Silver, Golden, Red and Blue Sparkle Options; Customer-specific Blends	T-shirts (Predominantly Party Wear), Lowers, Weaving Segments for Suiting and Shirting
Vintage Mel/ Foggy Melange	Linen-like Appearance in 100% Cotton Fabric	Melange and Raw White in PC Blends; 100% Cotton Options	T-shirts, Lowers, Hoody Jackets
Linen Look Mel	Linen Look Post dyeing of Raw White Fabric	Customer-specific Dyed Poly Parts; Linen-look Effects in C/P and C/P/C Blends	T-shirts, Lowers
T-shirts, Lowers	Twin-effect Appearance	100% Cotton and Cotton/ Poly Blends	T-shirts, Lowers, Hoody Jackets
Shimmer Melange	Distinctive Shiny Reflection under Sunlight and Disco Lights	Cotton-nylon Blends	T-shirts, Sweaters
Foggy Melange	Linen/ Short Slub Effect	Cotton-poly Blends	T-shirts, Lowers, Hoody Jackets
Sustainable Melange	Developed to Minimise Carbon Footprint	Cotton/ Recycled Poly, Cotton/ Ecovera Viscose, Cotton/ SRCS Viscose and Cotton/ Recycle Cotton Blends	T-shirts, Sweaters, Lowers, Hoody Jackets
Two Tone Chill Melange	Two-tone Short Slub Effect	Cotton-poly and 100% Cotton	T-shirts, Sweaters, Lowers, Hoody Jackets
Linen Blend	Thick-thin Effect with Dry Feel	Cotton/ Linen and Poly/ Linen Blends (up to 30% Linen)	T-shirts, Lowers, Hoody Jackets
High Twist Yarn	Dry Feel	100% Cotton Melange Colours	T-shirts, Hoody Jackets
Pattern Yarn	Random Stripe-like Fabric Effect	Cotton-polyester Blends; Cotton/Poly or Cotton/Viscose Blends	T-shirts, Lowers, Hoody Jackets
Soft Touch Melange	Special Soft Hand Feel	Cotton/Poly/Nylon/Spandex	Sweaters

KNITTED FABRICS

Our fabric sector is supported by well-established manufacturing facilities that are exponentially equipped with advanced machinery and leading-edge technologies. Through continuous product innovation and design development, we fortify our diverse portfolio of high-quality fabrics that are tailored to serve the evolving market dynamics, with ensured excellence across applications and markets.

Types of Fabrics


Knitted Fashion


Knitted Striper

OUR MARQUEE CLIENTS

- Adidas
- Clemens and August (C&A)
- GAP
- Hennes and Mauritz (H&M)
- Tommy Hilfiger
- UNIQLO
- Nautica
- Nike
- Puma
- Reebok
- Mothercare
- Old Navy
- Marks and Spencer (M&S)
- Kohl's
- Calvin Klein Jeans
- Matalan
- GANT
- Eddie Bauer
- Superdry
- Tesco
- Jockey

VALUE CREATION MODEL

Stewarding Our Vision Forward

To optimise our operational efficiency and bolster supply chain resilience, we have adopted a Supplier Relationship Management (SRM) infrastructure that compartmentalises suppliers based on their strategic importance, risk profile and growth potential.

Through long-standing partnerships, continuous engagement, alongside regular risk and compliance assessments, we substantially strengthen our supplier ecosystem, thereby, reinforcing sustainable business growth trajectory.

INPUT

₹ 330.71 Crore
Net Worth

₹922.47 Crore
Total Asset

108288
Installed Spindle Capacity

35 Tons/Day
Dye House Capacity

8 Tons/Day
Knitting Capacity

2482 nos.
Total Workforce

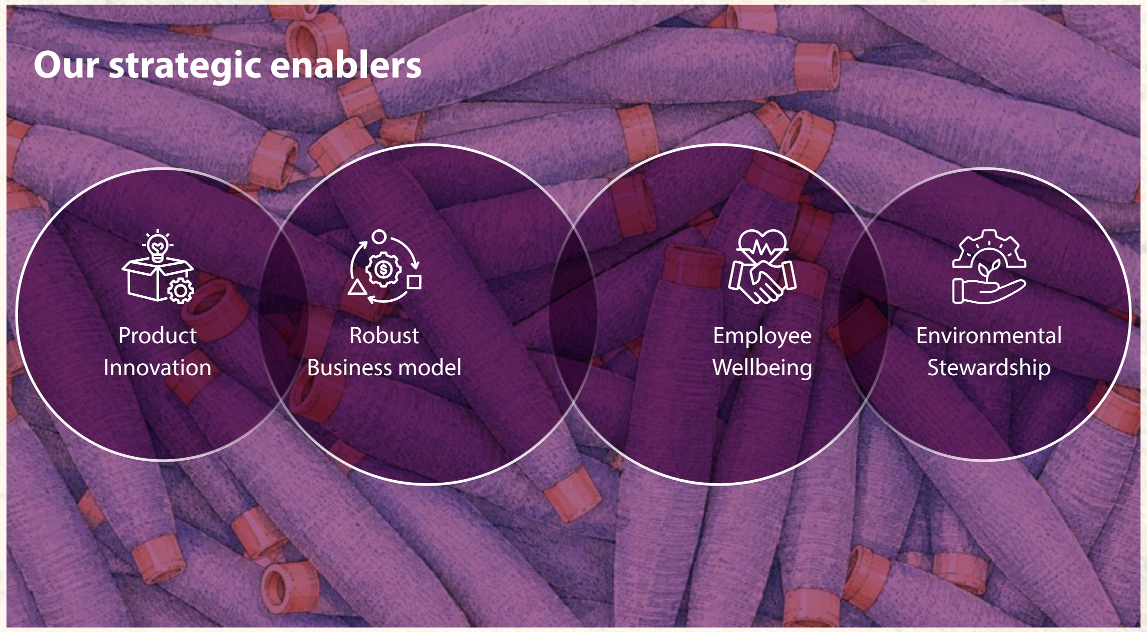
4
Globally Recognised Traceability Programmes

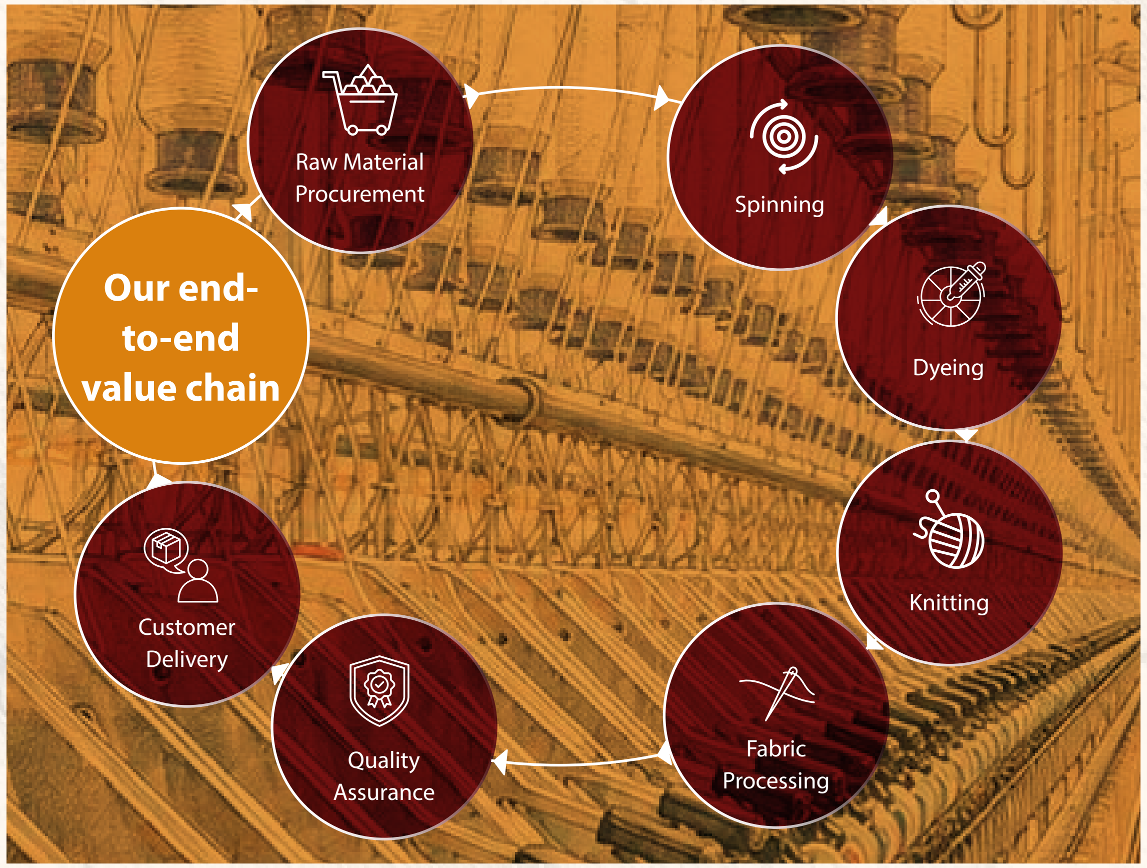
95%+
Compliance Maintained at Manufacturing Restricted Substances List (MRSL) Level 3

600 KLD
Zero Liquid Discharge (ZLD) System

₹ 0.82 Crore
Total Corporate Social Responsibility (CSR) Spent

OUR ECOSYSTEM





OUTPUT

₹ 895.75 Crore
Revenue from Operations

₹ 104.87 Crore
EBITDA

600+
Customers within India

250+
International Customers

24,618 MT
Total Yarn Production 24,618 MT

1106 MT
Total Fabric Production 1106 MT

~80% Worker &
~90% Staff
Employee Retention Rate

STAKEHOLDERS IMPACTED

- Employees
- Customers
- Suppliers and Vendors
- Investors and Shareholders
- Government and Regulatory Bodies
- Industry Associations

OPERATIONAL EXCELLENCE

Consolidating Commitment at Core

MANUFACTURING CAPABILITIES

Our manufacturing ecosystem is anchored by the pillars of innovation, integration and operational excellence. Progressively supported by investments in modernisation and advanced technologies, we have constructed agile and scalable capacity that plays an instrumental role in delivering differentiated, value-added products worldwide. We stay on track to build a future-ready manufacturing platform driven by productivity, sustainability and technological proficiency.

1,08,288
Installed Spindle Capacity

35 Tons/Day
Dye House Capacity

8 Tons/Day
Yarn Dyed Knitted Fabric Capacity

PRODUCTIVITY AND QUALITY IMPROVEMENT MEASURES

Adaptive growth and process optimisation emerge as integral to our operational philosophy. Year-round, we enhanced our production capabilities through technology upgrades, operational efficiency initiatives, including workforce upskilling programmes. Sustained by automation and digitisation, these initiatives have refined manufacturing precision, strategic operational efficiencies and product quality operation-wide.

Technology and Process Enhancement Initiatives

- Installation of Fleece Line to fortify Cotton Dyed Mélange production capabilities.
- Replacement of C1/3 Cards with LMW LC361S Cards.
- Replacement of DO6 Draw Frames with Rieter SBD27 Draw Frames.
- Installation of LMW MBO LB3/6, providing approximately twice the production capacity, in comparison with the replaced systems.
- Installation of mixed anti-static spray systems to augment speciality fibre processing capabilities.
- Addition of Two-for-One Twisters, resulting in a 50% surge in double yarn manufacturing capacity.
- Comprehensive operator and maintenance training programmes to maximise machine performance and operational efficiencies.
- Continuous dye lot optimisation and process improvement initiatives to bolster production capacity.

Operational Achievements

Highest-ever Cotton Dyed Mélange Production Achieved Year-round

Highest-ever Monthly Production Levels Registered in Dyed Yarn and Fibre Manufacturing

50% Surge in Double Yarn Production Capacity through the Addition of Two-for-One Twisters

Ongoing Capacity Enhancement Initiatives Continue to Strengthen Our Value-added Product Portfolio

OVERVIEW OF OUR SUPPLY CHAIN NETWORK

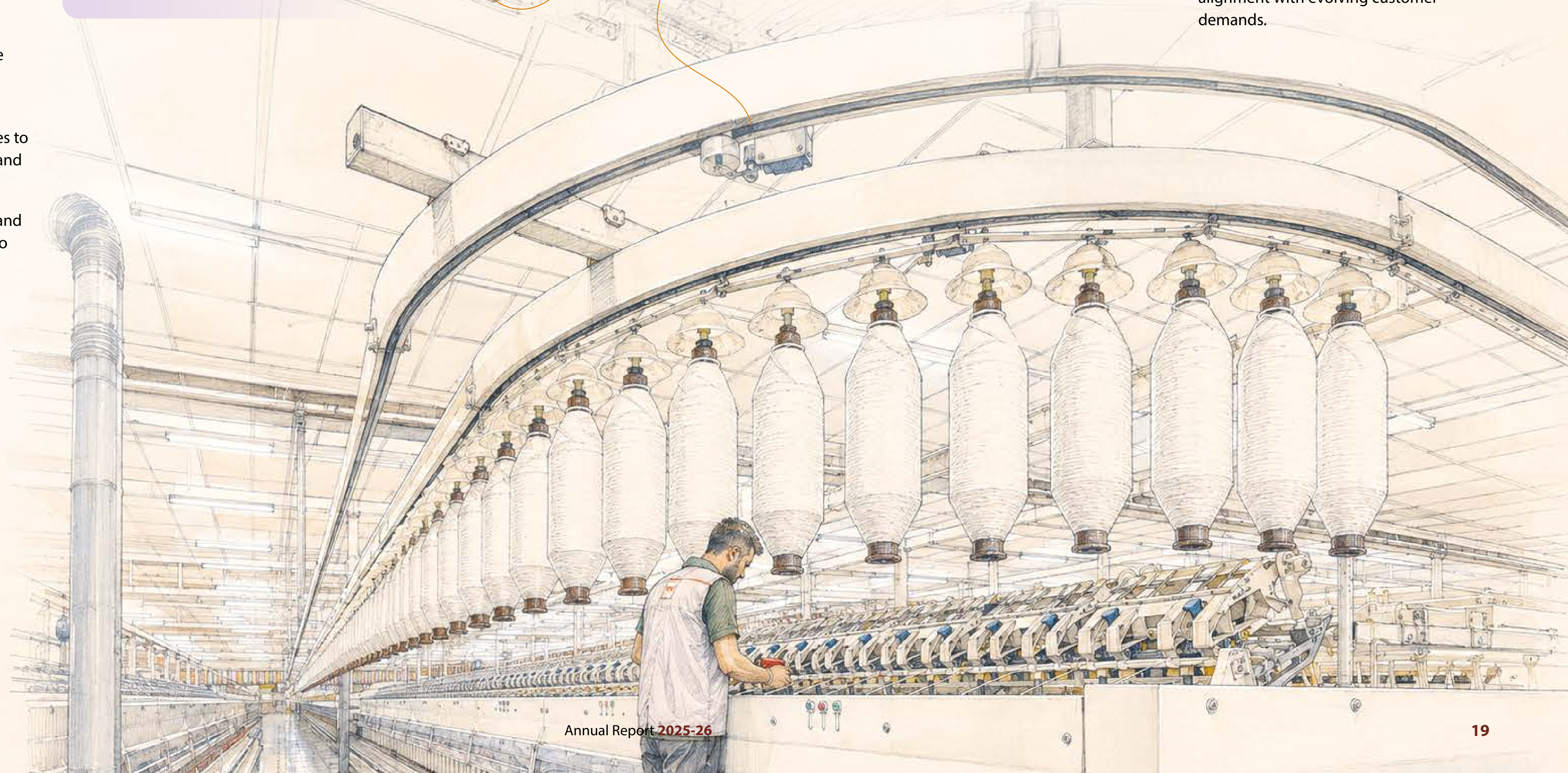
Our supply chain ecosystem is engineered to produce agility, reliability and operational resilience domestically and internationally. Bolstered by strategic capacity planning, technology-enabled process controls, alongside integrated manufacturing capabilities, we uncompromisingly enhance responsiveness, traceability and quality assurance across all our operations.

Key Supply Chain Drivers

- Vertically integrated manufacturing operations.
- Strategic capacity allocation across domestic and export markets.
- Technology-enabled production planning and process optimisation.
- Enhanced traceability and compliance management across operations.
- Agile manufacturing capabilities supporting customised product requirements.
- Global customer reach covering over 50 countries.

FUTURE FOCUS

Looking ahead, we stay on track to strengthening our leadership in value-added products and specialty offerings through strategic capacity expansion, steady modernisation and product innovation. Our priorities include expansion of Cotton Dyed Mélange Yarn and Cotton Dyed Yarn capacities, optimising productivity through technology upgradation and advancing our spinning capacity through strategised spindle additions and Compact Spinning initiatives. Our commitment to innovation and operational excellence drives our robust market presence while delivering differentiated solutions that are in alignment with evolving customer demands.



PEOPLE AT THE CORE

Pursuing Our Strategic Roadmap with Synergised Momentum

At Winsome Textile Industries Ltd., our people constitute the heart of our growth trajectory. We harness our unwavering dedication to fostering a culture where continuous learning, collaboration and well-being are encouraged.

Together, they empower our workforce to excel in an evolving business landscape as they keep updated with the world. Through capability-building initiatives, industry partnerships and employee-centric undertakings, we consistently nurture a resilient and future-ready organisation.

2,482
Total Workforce

LEARNING AND PERFORMANCE EXCELLENCE

Continuous learning and operational optimisation remain at the crux of our human capital strategy. Through structured training programmes and continuous enhancement initiatives, we seek to strengthen individual capabilities, organisational performance and simultaneously drive productivity operation-wide. Our learning framework is designed to equip employees with the technical and behavioural competencies required to thrive in a dynamic manufacturing environment.

Key Initiatives

- Need-based annual training calendar covering technical and behavioural competencies.
- Regular upskilling and multi-skilling programmes across employee categories.
- External training programmes conducted through institutions such as Confederation of Indian Industry (CII), PHD Chamber and Northern India Textile Research Association (NITRA).
- Total Quality Management (TQM) and Quality Circle initiatives that foster employee-led problem-solving and productivity enhancement.
- Continuous capability-building programmes aligned with business and operational priorities.

~80% Worker & ~90% Staff
Employee Retention Rate

SKILL DEVELOPMENT AND INDUSTRY COLLABORATION

We prioritise advancing skill development through industry-aligned training initiatives that strengthen employability and catalyse the growth of the textile sector's talent ecosystem. Our strategic collaborations with national skill development institutions reaffirm our commitment to building a skilled, seasoned and future-ready workforce.

Skill certification programmes executed for the following job roles:

- Ring Frame Tenter
- Ring Frame Doffer
- Autoconer Tenter
- Drawframe Tenter
- Speedframe Tenter
- Blowroom Operator
- Circular Knitting Operator

Key Initiatives

- Registered Training Provider with the National Skill Development Corporation (NSDC) (Registration No. 9187) & Textile sector Skill Council.
- Regular Apprenticeship programme conducted under the National Apprenticeship Promotion Scheme, training over 2600 apprentices
- Training programmes conducted under the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) for new and fresh joinees.
- Recognised Prior Learning (RPL) programmes performed at two centres in Baddi under the Textile Sector Skill Council.

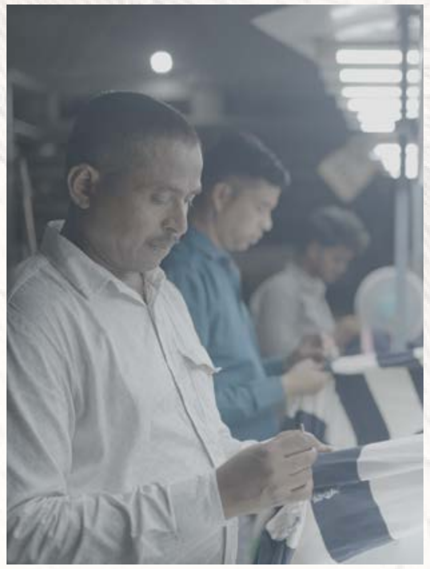
EMPLOYEE WELFARE AND INCLUSIVE WORKPLACE

We have conviction in maintaining employee well-being which stands fundamental to driving an engaged and high-performing workplace. Our people practices are steadily designed to promote holistic development by supporting the physical, mental and emotional well-being of our team, while concurrently fostering an inclusive and collaborative work environment.

Key Initiatives

- Regular workshops prioritising self-development and mental health.
- Employee engagement measures aimed at enhancing workplace satisfaction and foster organisational belonging.
- Consistent efforts towards fostering an inclusive and collaborative workplace culture.
- A people-centric environment that ensures both professional and personal growth.

22%
Women Participation



SUSTAINABILITY INITIATIVES

Building a Greener Nation, Envisioning Long-term Impact

Sustainability remains integral to our long-term growth strategy and operational philosophy. Through focused investments in decarbonisation, resource stewardship and responsible manufacturing undertakings, we systematically strengthened our environmental performance system-wide.

By integrating cleaner technologies, sustainable sourcing principles and resource-efficient production measures, we remain committed to creating long-term value and concurrently achieving our net-zero ambition by 2050.

CLIMATE ACTION AND DECARBONISATION

We stay committed to accomplishing our net-zero greenhouse gas emissions by 2050, which is in line with our objectives of the Paris Agreement. Our decarbonisation roadmap is centred on cleaner fuel adoption, renewable energy integration, energy-efficient operations and continuous process optimisation that support our transition towards low-carbon production.

Key Highlights

- Achieved a 24% reduction in Scope 1 and Scope 2 GHG emission intensity year-round.
- Heightened biomass utilisation in place of petroleum coke (pet coke) for steam generation.
- Restricted Diesel Generator (DG) set operations to non-production activities to minimise manufacturing-related emissions.
- Sustained investments in energy-efficient technologies and operational optimisation initiatives.
- Strengthened greenhouse gas measurement, monitoring and reporting practices operation-wide.

24%

Reduction in Scope 1 and Scope 2 GHG Emission Intensity

RENEWABLE ENERGY INTEGRATION

Renewable energy remains at the crux of our sustainability strategy. Through our rooftop solar installations and mini hydro power plant, we continue to strengthen energy security, optimise our long-term cost structure and reduce our carbon footprint. These initiatives contribute towards lowering Scope 2 greenhouse gas emissions while enhancing operational resilience across all our production plants.

Renewable Energy Generates Value through

- Bolstered energy security and supply resilience.
- Improved long-term energy cost efficiencies.
- Minimised reliability on conventional energy sources.
- Lower Scope 2 greenhouse gas emissions.
- Greater resilience against energy price volatility.

~11.50%

of the Required Power is Produced via Hydro Power Generation and roof top solar

RESOURCE STEWARDSHIP

Resource stewardship constitutes our approach towards sustainable manufacturing. Through focused initiatives in water conservation, resource recovery and energy efficiency, we consistently enhance operational performance while promoting the responsible utilisation of natural resources across our manufacturing processes.

Water Stewardship

- Decelerated water consumption through optimised dyeing processes.
- Continued efforts towards minimising water consumption per kilogram of yarn and fabric manufactured.
- Operate a 600 KLD ZLD System for complete recycling of wastewater.
- Up to 20% water recycled through sustainable water management undertakings.

Up to 20%

Water Recycled

Resource Recovery and Energy Efficiency

- Integrated salt recovery systems with ZLD evaporators to reduce fresh salt procurement requirements.
- Minimised effluent salinity and optimised Common Effluent Treatment Plant (CETP) loads through internal salt recycling measures.
- Installed waste heat recovery systems to optimise thermal energy consumption and minimise greenhouse gas emissions.
- Incorporated condensate recovery systems to reduce freshwater consumption and improve fuel efficiency.
- Sustained investments in process optimisation initiatives to strengthen operational efficiencies.

20-25 KLPD of 200 Gram per Litre.

Salt Recovery Integration

RESPONSIBLE MANUFACTURING AND SUSTAINABLE SOURCING

Responsible manufacturing constitute our trajectory towards sustainability. Through sustainable sourcing practices and responsible chemical management initiatives, we constantly promote traceability, transparency and compliance across our value chain while aligning with evolving global sustainability expectations.

Sustainable Raw Material Sourcing

Primark Traceability Audit

Better Cotton Initiative (BCI)

Primark Cotton Programme

Regenagri Cotton

Global Organic Textile Standard (GOTS)

Regenagri Cotton

4

Globally Recognised Traceability Programmes

Responsible Chemical Management

- Active contributor to ZDHC's Roadmap to Zero programme.
- Achieved Progressive Level under the Zero Discharge of Hazardous Chemicals (ZDHC) Supplier to Zero programme.
- Sustained 95%+ compliance at MRSL Level 3.
- Utilised ZDHC Chemical Gateway for enhanced chemical inventory and wastewater monitoring practices.

95%+

Compliance Maintained at MRSL Level 3

ENVIRONMENTAL MONITORING, COMPLIANCE AND CERTIFICATIONS

Robust monitoring systems and globally recognised certifications strengthen our commitment to environmental stewardship and responsible manufacturing practices operation-wide.

Smart Environmental Monitoring

Our monitoring framework comprises:

- Chemical inventories.
- Wastewater quality parameters.
- Salt and water recovery rates.
- Real-time Key Performance Indicators (KPIs) such as flow rate, Chemical Oxygen Demand (COD), pH and related parameters.
- Sustainability disclosures across internal and external platforms through CleanChain and BHive.

Certifications and Assurance Framework

Global Organic Textile Standard (GOTS)

OEKO-TEX® Standard 100

Better Cotton Initiative (BCI)

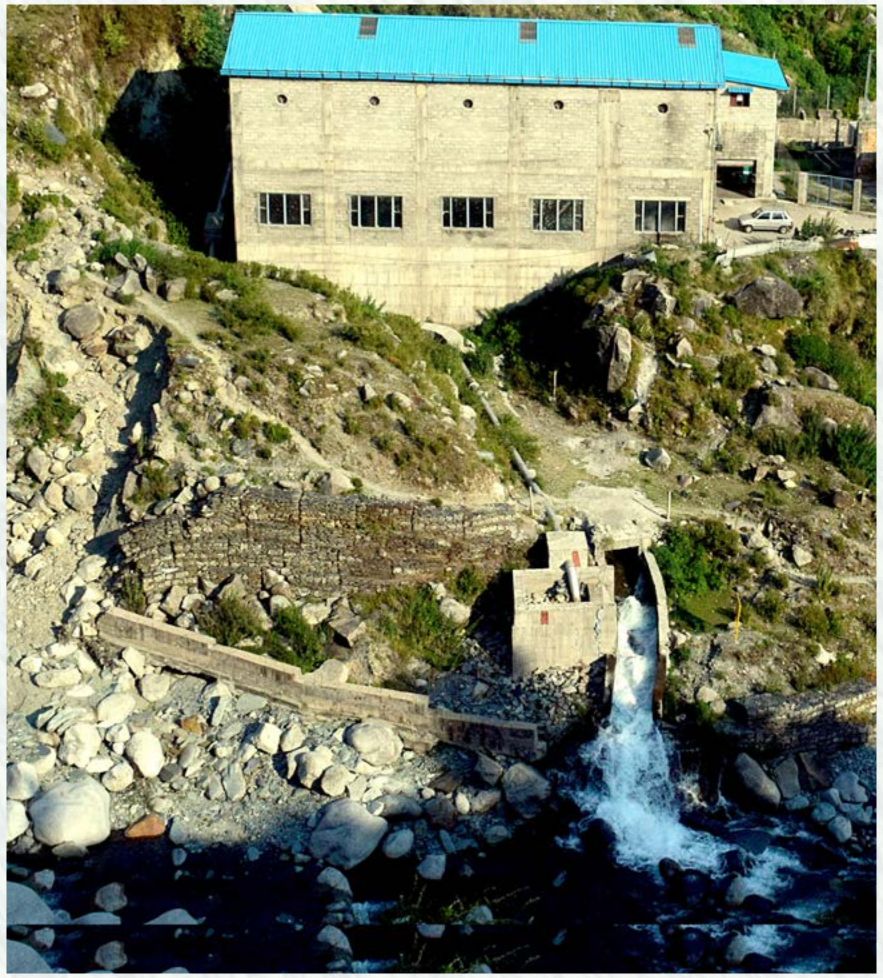
Forest Stewardship Council (FSC) Certification

Primark Traceability Audit

Primark Traceability Audit

Regenagri Certification

Regenagri Certification



OUR FUTURE PRIORITIES

As we transition towards adopting our net-zero ambition, we consistently strengthen our environmental performance through strategic investments in cleaner technologies, resource-efficient operations and sustainable manufacturing practices. Steered by our unswerving commitment to responsible growth, we uncompromisingly stay on track to enhancing operational resilience, advancing climate stewardship and gaining traction towards our long-term sustainable value for all our stakeholders.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Catalysing Progress, Safeguarding Welfare

At WTIL, we are committed to fostering meaningful and lasting social impact through strategic, responsible and inclusive growth. Steered in every key step by our CSR philosophy, we undertake initiatives that strengthen communities, enhance livelihood opportunities and contribute to our socio-economic development.

Through focused interventions in vocational education, healthcare and the preservation of national heritage, arts and culture, we consistently expand the collaborative value for society while embedding our commitment to propel all our responsible business practices.

RESOURCE STEWARDSHIP

Resource stewardship constitutes our approach towards sustainable manufacturing. Through focused initiatives in water conservation, resource recovery and energy efficiency, we consistently enhance operational performance while promoting the responsible utilisation of natural resources across our manufacturing processes.

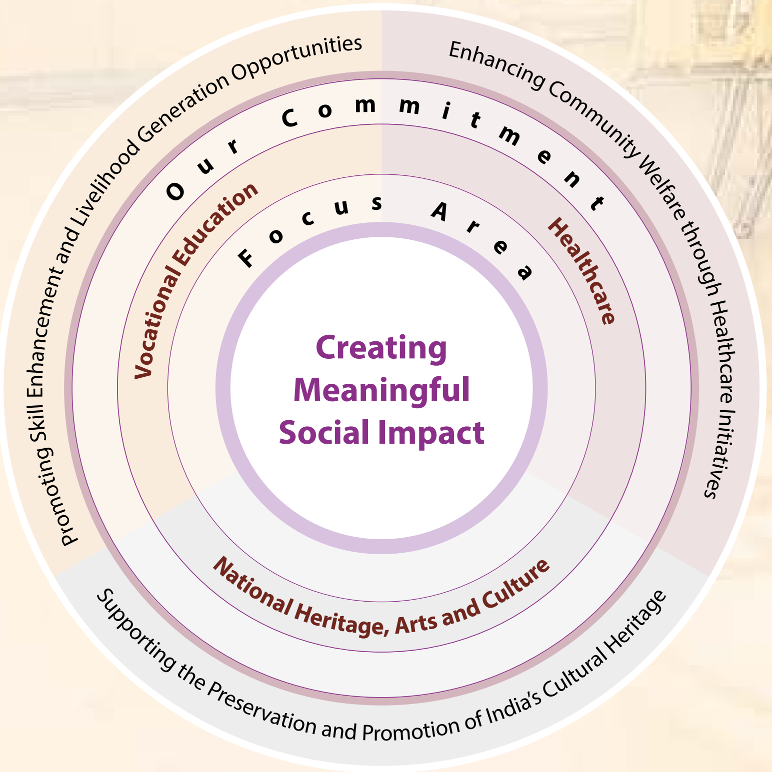
₹ 0.82 Crore

Total CSR Spent

300+ persons trained under CSR training programme

Lives Impacted

Our Key Focus Areas



Key Highlights

- Focused interventions spanning vocational education, healthcare and national heritage, arts and culture.
- Vocational training and upskilling initiatives undertaken via the Winsome Textile Social Trust.
- New school rooms constructed to fortify educational infrastructure.
- Steady focus on sustainable community development in and around our key areas of operation.

Integrating Social Impact with Sustainability

Our CSR initiatives are closely aligned with our broader sustainability objectives and are deployed to foster lasting value for communities. Through the Winsome Textile Social Trust, we conduct vocational training and skill enhancement programmes that promote employability, self-reliance and inclusive growth. Through thorough investments in community development centred on the areas of operation, we consistently strengthen our stakeholder relationships while contributing to long-term socio-economic progress.

Guided by the principles of responsible business conduct and sustainable development, our CSR programmes are focused on sustaining positive outcomes for society while complementing our long-term vision of responsible and inclusive growth.

BOARD OF DIRECTORS

Leading/Charting Our Future with Steadfastness and Integrity

SH. ASHISH BAGRODIA

Chairman & Managing Director
(DIN: 00047021)

Sh. Ashish Bagrodia, aged 56 years, holds a prestigious B.E. (Mechanical) (Hons.) degree and is equipped with over twenty years of proficiency in the textile sector. His expertise ranges from operations management, project development, corporate planning, strategic leadership and lastly, to corporate advisory. Under his leadership, the Company incorporated the WTIL Unit-II spinning unit at Baddi, Himachal Pradesh and has been recognised with multiple TEXPROCIL awards for the successful export of processed yarns. Additionally, he stays proactively associated with substantial industry associations and chambers.

SMT. MANJU LAKHANPAL

Non-Executive Independent Director
(DIN: 07130592)

Smt. Manju Lakhanpal, aged 79 years, is a retired Indian Revenue Service (IRS) officer with over 35 years of distinguished administrative experience in the Department of Income Tax, Ministry of Finance, Government of India. She contributed as the Chief Commissioner of Income Tax for the North West region until her retirement in 2007 and has held several significant positions, including her service as an appellate authority and as a member of various Ministry of Finance committees. She, at present, holds the role of an Independent Director on the Boards of various companies and is proactively involved in social and educational welfare initiatives.

SH. KAPIL KHANNA

Non-Executive Independent Director
(DIN: 03301085)

Sh. Kapil Khanna, aged 60 years, holds a distinguished degree in Law and has been practising as an advocate since 1990, thereby, robustly specialising in Income Tax subjects. He advises listed and unlisted companies, partnership firms, Limited Liability Partnerships (LLPs), trusts and individuals on taxation-related concerns. Beyond his professional practice, he is actively associated with various philanthropic and educational institutions, serving as Vice Chairman and Trustee of the Durga Das Foundation, Vice Chairman of Bharat Sewak Samaj (Punjab Chapter) and Trustee of the Tilok Tirath Vidyvati Chuttani Charitable Trust.

SH. UMESH CHANDER SHARMA

Non-Executive Independent Director
(DIN: 09548942)

Sh. Umesh Chander Sharma, aged 68 years, possesses an esteemed Master's degree in Agriculture and is a Certified Associate of the Indian Institute of Bankers (CAIIB). He joined United Commercial Bank (UCO) Bank as an officer in 1980 and held several leadership positions during his distinguished banking career, culminating in his role as the General Manager in 2016. In his last assignment at the Circle Office, Chandigarh, he was responsible for overseeing 495 branches, approximately 2,900 employees and a business portfolio of approximately ₹36,000 crore across Punjab, Haryana, Himachal Pradesh, Jammu and Kashmir, including Chandigarh. He provides a comprehensive range of his excellence in banking, finance, Human Resource (HR) development, planning and organisational management.

SH. AKASH GARG

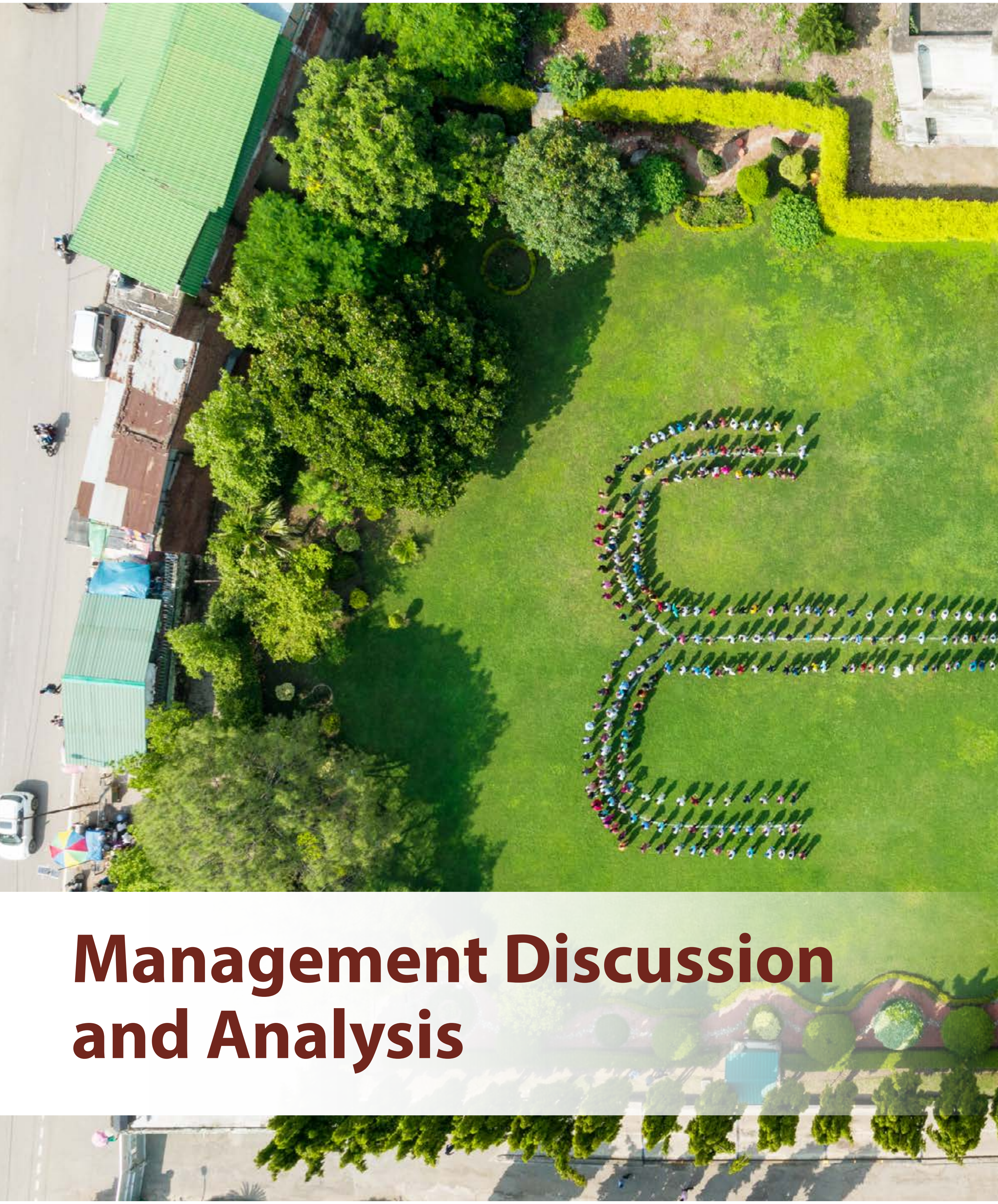
Non-Executive Independent Director
(DIN: 00935571)

Sh. Akash Garg, aged 55 years, is a Commerce Graduate and holds an esteemed Diploma in Hotel Management from Hotel Institute Montreux (H.I.M.), Switzerland, alongside an Certified Hotel Administrator (CHA) certification from the American Hotel and Motel Association. He contributes with three decades of expertise in business management and is a prominent leader in the hospitality industry in North India. He currently serves as the Managing Director of the Timber Trail Group and possesses extensive proficiency in segments spanning business strategy, operations and organisational leadership.

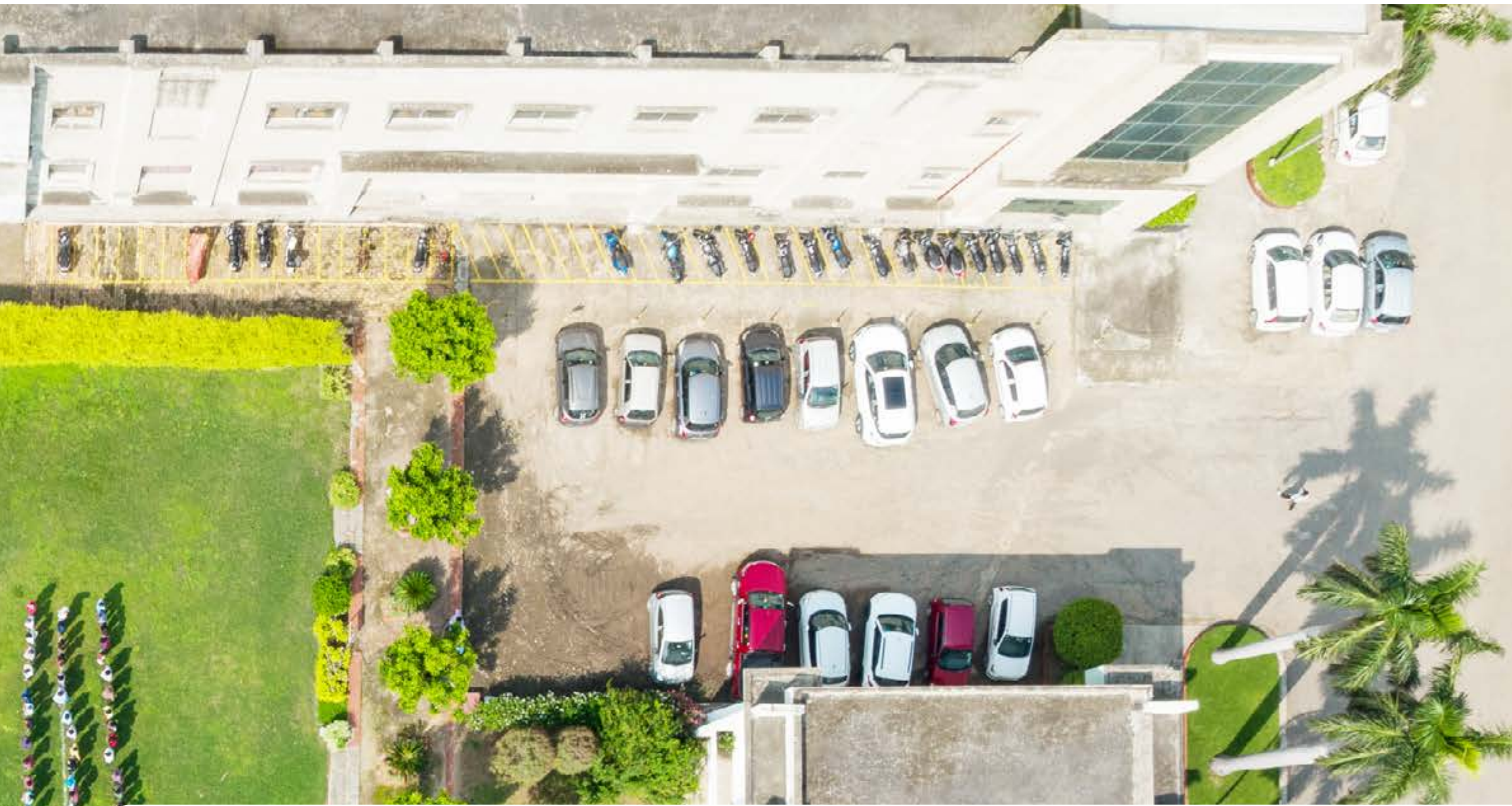
SH. ANIL KUMAR SHARMA

Executive Director and CEO
(DIN: 00157106)

Sh. Anil Kumar Sharma aged 72 years, is well-known name in the Indian Textile Industries. He did B.Tech from Punjab Agriculture University in 1976 and obtained Masters in Business Administration from Department of Business, Punjab Agriculture University Ludhiana in 1979. He has Joined Vardhman Group as Management Trainee in year 1979. After serving Vardhman Group for 6 years in various positions and multiple promotions rising up to Sales Head of one of the main units joined WTIL as Marketing Manager in 1985. At that time turnover of the company was 9.0 Crores with capacity of 16000 spindles .Presently WTIL has Turnover of over Rs. 650 Crores per annum with capacity of 1,06,000 spindles . Beside this, WTIL now has state of art dyeing and processing unit with capacity of 30T of yarn and fibre dyeing and fabric knitting and processing unit of 6 tons per day capacity.
He was awarded best Alumni award for year 1995.
He was also Awarded LMA – DAYANAND MUNJAL MANAGER OF THE YEAR AWARD for the year 1996



Management Discussion and Analysis



Economic Review

Global economy[1]

The global economy remained resilient in CY 2025 despite heightened geopolitical tensions, trade fragmentation, and persistent supply-chain disruptions. Global economy continued its growth at a rate of 3.3% in CY25, reflecting softer demand conditions and tighter financial environments across several regions. Global headline inflation eased from 5.7% in CY 2024 to 4.3% in CY 2025, supported by softer commodity prices and moderating consumer demand. Emerging Market and Developing Economies (EMDEs) grew by 4.4%, outperforming advanced economies, which grew by 3.0%.

After moderating over the previous two years, inflationary pressures re-emerged due to rising energy and commodity prices. EMDEs remain particularly vulnerable to higher import costs, currency volatility, and geopolitical disruptions. Commodity-importing economies continue to face margin pressures, while commodity-exporting countries have benefited from elevated energy prices.

Major economies shape the textile industry's demand patterns, trade flows, raw material markets, and supply chain dynamics. The US economy expanded by 2.1 %, supported by resilient consumer spending and a strong labour market. Major European economies expanded by 1.4%, while Germany continues to face challenges from weak industrial activity and elevated energy costs despite fiscal support measures. China continued its expansion with growth rate of 5.0%, supported by fiscal stimulus and manufacturing activity. The Middle East and Central Asia region witnessed moderate growth, driven by economic diversification efforts and improved energy production, while OPEC+ output policies remained key factors shaping the economic environment.

Outlook

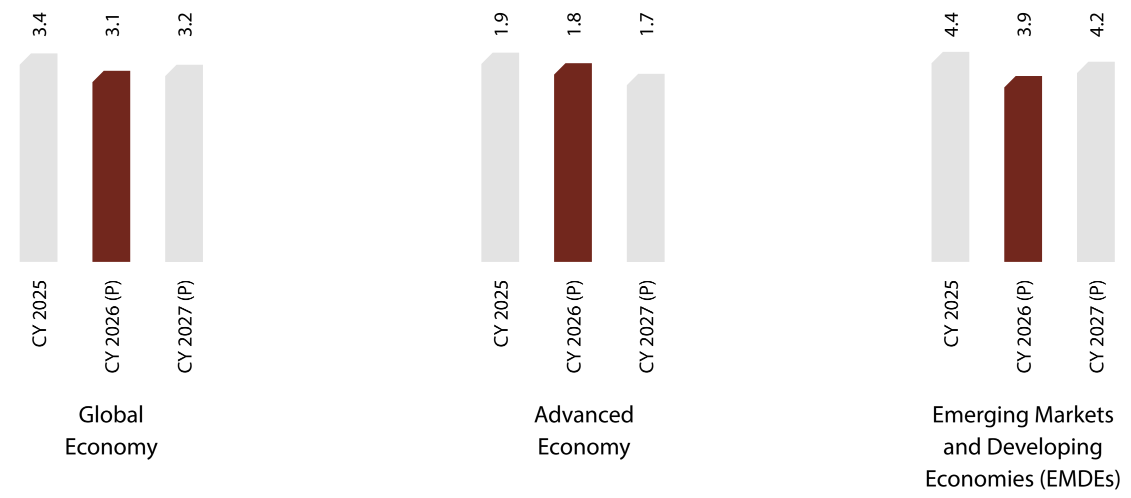
Global growth is projected at 3.2% in CY 2027 and 3.1% in CY 2026, supported by easing inflation, price increases are slowing, reducing pressure on consumers and interest rates, stabilising commodity prices, which supports economic growth, and continued expansion in emerging economies.

EMDEs are expected to outperform advanced economies, driven by stronger domestic demand, infrastructure investments, and manufacturing expansion. While advanced economies are projected to grow by 1.8% in 2026, emerging market and developing economies are expected to expand by 3.9%.

Volatility in freight costs, energy prices, and international trade policies will remain important factors influencing business performance. For export-oriented industries such as textiles, demand recovery across North America, Europe, and key Asian markets, coupled with improving inventory levels, is expected to support growth.

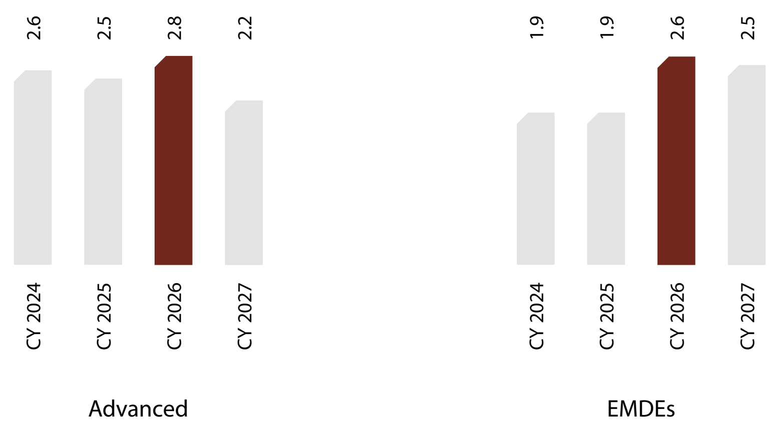
[1]https://www.imf.org/en/publications/weo/issues/2026/04/14/world-economic-outlook-april-2026

Global GDP forecast 2026



Source: https://www.imf.org/en/publications/weo/issues/2026/04/14/world-economic-outlook-april-2026

Inflation Trends



Source: https://www.imf.org/-/media/files/publications/weo/2026/april/english/text.pdf

Indian Economy

India remained one of the fastest-growing major economies in FY 2024–25[2], providing a crucial anchor for global growth. Despite global trade uncertainties and geopolitical tensions, the Indian economy demonstrated strong resilience, achieving an estimated growth of 7.7% in FY26. The growth was supported by robust domestic consumption, sustained government capital expenditure, and improving private sector investments. Headline Consumer Price Index (CPI)[3] inflation moderated to around 3.93%, remaining broadly aligned with the Reserve Bank of India's (RBI) target range and supporting macroeconomic stability. Inflation raises production costs and squeezes profit margins for textile companies. It also reduces consumer demand for apparel and textiles.

Investment activity remained strong during the year, driven by continued infrastructure development, manufacturing expansion, and policy initiatives such as the Production Linked Incentive (PLI) Scheme and PM Gati Shakti programme. Significant investments in textile infrastructure, including integrated textile parks under the PM Mega Integrated Textile Region and Apparel (PM MITRA) scheme, strengthened the industry's manufacturing ecosystem and logistics efficiency. The PLI Scheme also provided targeted incentives for the production of man-made fibre (MMF) apparel, MMF fabrics, and technical textiles, enhancing the global competitiveness of India's textile sector. Rising industrial output, healthy credit growth, and increasing capacity utilisation reflected improving business confidence. Strong services exports and resilient domestic demand further contributed to economic momentum, reinforcing India's position as one of the fastest-growing major economies globally.

[2] https://www.commerce.gov.in/files/2026-04/Annual_0.pdf

[3] https://www.mospi.gov.in/themes/product/9-consumer-price-index-cpi

Outlook

While external risks arising from global trade disruptions, commodity price volatility, and evolving economic conditions continue to pose challenges, India's economic outlook remains favourable. India is projected to grow at a rate of approx. 7%, growth[4] is expected to be supported by resilient consumer demand, rising private investments, and sustained government focus on infrastructure development and manufacturing.

India's manufacturing sector is expected to benefit from policy support, supply chain diversification, and increasing investments in advanced manufacturing capabilities, strengthening its role as a key driver of economic growth and employment generation. Continued expansion in sectors such as textiles, electronics, automotive, and engineering is expected to enhance India's competitiveness in global markets.

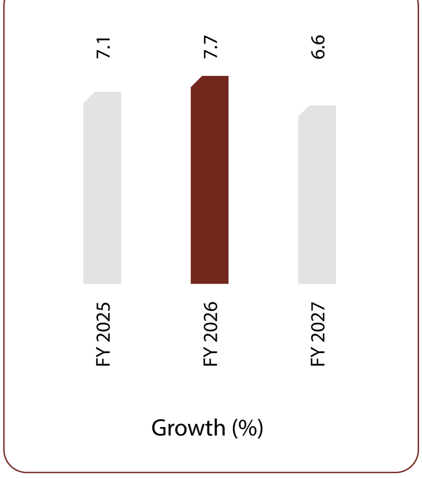
Moderating inflation, improving rural demand, and supportive fiscal and monetary policies are expected to strengthen consumption and investment activity. Continued public capital expenditure, structural reforms, digitalisation initiatives, and measures to improve ease of doing business are likely to attract investments and support industrial growth. Rapid urbanisation, expanding manufacturing capabilities, and favourable demographic trends are expected to further strengthen India's long-term growth trajectory and its aspiration of becoming a developed economy by 2047.

Industry Overview

Global Textile Industry

The global textile and apparel industry witnessed gradual recovery during FY 2025-26 amid moderating inflation, improving consumer demand, and easing inventory levels across major markets. Asia-Pacific dominated the textile market with the largest revenue share of 49.9% in 2025 led by China, India, Bangladesh, and Vietnam, owing to integrated supply chains and competitive manufacturing capabilities. Demand in key consuming regions such as North America and Europe improved during the year.[5]

India's Real GDP Growth



Global order intake improved significantly, with the order intake balance rising to -9 percentage points from -25 percentage points in CY 2026. Global order backlogs increased to 2.5 months, compared with 2.3 months a year earlier, while global capacity utilisation improved to 74% from 72% in 2025. Sustainability and technology are reshaping the textile industry, with companies adopting eco-friendly materials, circular practices, automation, and digital solutions to improve efficiency, resilience, and environmental performance.

Outlook

The global textile industry remained influenced by evolving economic and trade conditions during the year, leading to divergent performance across regions. Emerging manufacturing destinations in South Asia, Southeast Asia and parts of Africa are expected to benefit from the ongoing realignment of global sourcing networks. Growth in technical textiles, sustainable textiles, and MMF-based products is expected to outpace traditional textile segments. However, the pace of recovery may be impacted by ongoing geopolitical tensions in the Middle East and Eastern Europe, evolving U.S. tariff policies on textile imports, rising protectionist measures across major markets, and volatility in cotton, crude oil and energy prices. While freight costs, energy prices, and trade policies will continue to be closely monitored, improving demand conditions and supply chain stability are expected to support the textile industry's growth trajectory.[6]

7.1%

Gross Fixed Capital Formation

8.2%

Final Consumption Expenditure

Indian Textile Industry[7]

The Indian textile and apparel industry remains one of the largest and most significant economic sectors, with an estimated market size exceeding USD 180 billion. The sector contributes around 2% to India's GDP, nearly 11% to manufacturing GVA, and approximately 8-9% of the country's merchandise exports[8]. India's textile sector is one of the oldest and most diverse industries, deeply rooted in centuries-old traditions. Indian textile Industry act as a key driver of job creation, export growth, rural livelihoods and sustainable manufacturing. As one of the largest employment generators, the industry provides direct employment to over 45 million people and supports millions more indirectly across the value chain.

India is among the world's leading producers of cotton, jute, silk and man-made fibres, and is the sixth-largest exporter of textiles and apparel globally. India remains one of the world's largest textile and apparel producers and the sixth-largest exporter of textiles and apparel globally. The sector accounted for approximately 8.6% of India's merchandise exports during FY 2025–26, continuing to play a significant role in the domestic external trade. Textile exports, including handicrafts, reached around ₹3.16 lakh crore during the year, supported by resilient demand from key

[4] https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/MAY2026601335EA80D74C2E8E6395683F8D9199.PDF

[5] https://www.researchandmarkets.com/report/asia-pacific-textiles-market

markets and ongoing diversification of global sourcing chains.

Integrating circular economy principles is vital for driving sustainability and reducing waste in the textile industry. The Circular Supply Chain Model redefines the traditional textile production system by replacing the linear "take–make–dispose" approach with a regenerative, closed-loop cycle. In this model, textile waste is not treated as an endpoint but as a valuable resource that is recovered, processed, and reintroduced into the production cycle.

A circular economy promotes the reuse, recycling and repurposing of materials to lessen resource depletion and environmental impact. India produces about 7.8 million tonnes of textile waste annually, which is 8.5% of global textile waste. By adopting circular practices such as textile recycling, upcycling and waste reduction, manufacturers create a closed-loop system, prolonging material life, decreasing environmental impact and improving resource efficiency

Outlook[10]

The outlook for the Indian textile industry remains positive, supported by favourable demographics, rising domestic consumption, increasing global sourcing opportunities, and sustained policy support. Government initiatives aimed at strengthening the entire textile value chain, expanding technical textiles, promoting Man-Made Fabric (MMF) products, and developing integrated textile parks are expected to improve competitiveness and attract investments.

India's expanding network of trade agreements with Australia, the United Kingdom, the European Union, and New Zealand, along with the proposed Bilateral Trade Agreement (BTA) with the United States, is expected to improve market access, reduce trade barriers, and enhance export opportunities for Indian textile and apparel manufacturers, further integrating the sector into global value chains.

Government has articulated a long-term vision of significantly expanding India's textile market and exports through higher value addition, technology adoption, and deeper integration with global supply chains. Growth in technical textiles, MMF-based products, and sustainable manufacturing is expected to create new opportunities for Indian textile manufacturers.

Government Initiatives

Integrated Textile Development Programme (ITDP)

Union budget 2025-26 introduced the Integrated Textile Development Programme (ITDP)[11], aimed at strengthening India's textile sector through an integrated value-chain approach. The programme brings together five key components: National Fibre Scheme, Textile Expansion and Employment Scheme, National Handloom and Handicrafts Programme, Text-ECON Initiative, and SAMARTH 2.0.

National Fibre Scheme

It aims to strengthen domestic fibre production, improve quality, reduce import dependence, and support innovation across the textile value chain. The scheme is expected to boost employment, exports, and the global competitiveness of India's textile sector. This consolidates support for traditional sectors by promoting artisan welfare, market access, and product development.

Textile Expansion and Employment Scheme

This scheme is aimed at modernizing traditional textile clusters across India. It provides capital support for machinery upgrades, technology adoption, and common testing and certification facilities to improve productivity and competitiveness. The scheme is expected to generate large-scale employment while strengthening the textile manufacturing value chain.

National Handloom and Handicraft Programme

It aims to preserve India's traditional crafts while improving the income and livelihoods of artisans. Existing schemes for handloom and handicrafts will be integrated and strengthened under a unified national programme to ensure targeted and effective support to weavers and artisans, improve incomes and preserve India's rich textile heritage.

Tex-Eco Initiative

The initiative aims to promote globally competitive, environmentally sustainable textiles and apparel manufacturing. It helps textile manufacturers, especially MSMEs, comply with global Environmental, Social, and Governance (ESG) standards through sustainable production practices, traceability systems, and circular economy measures.

Scheme for Capacity Building in Textile Sector 2.0 (Samarth 2.0)

Samarth 2.0 targets to train 15 lakh people over five years to create a future-ready workforce aligned with industry needs. This provides demand driven, placement-oriented skilling programmes to supplement the efforts of the industry in creating jobs in the organized textile and related sectors.

Production Linked Incentive (PLI) Scheme[12]

The government of India enforced its flagship manufacturing incentive for scaling textile production and exports. It has approved 96 companies, with a total committed investment of ₹12,822.67 cr. In FY 2026, the government approved 52 new applications under the scheme, which covers Man Made Fabric (MMF) apparel, MMF fabrics, technical textiles, and multi-segment projects. The PLI scheme has played a vital role in incentivising

[6] https://www.textileexcellence.com/single-news/7013/a-fragile-turnaround-itmf-survey?

[7] https://www.texmin.gov.in/static/uploads/2026/05/5c48e80d2180ca3194b9e9b01340696d.pdf

[8] https://www.indiabudget.gov.in/economicsurvey/doc/eschapter/echap08.pdf

[9] https://www.pib.gov.in/PressReleasePage.aspx?PRID=2222927&reg=48&lang=2

[10] https://indiainvestmentgrid.gov.in/sectors/textiles-and-apparel?

manufacturing, strengthening domestic manufacturing and enhancing global competitiveness.

PM Mega Integrated Textile Region and Apparel (PM MITRA)

The PM MITRA initiative aims to establish world-class industrial infrastructure for textile manufacturing through developing integrated large scale and modern infrastructure facilities for entire value-chain of the textile industry such as spinning, weaving, processing, garmenting, textile manufacturing, processing and textile machinery manufacturing.

National Technical Textiles Mission (NTTM)

It aims at promoting research, innovation, manufacturing, and exports in the technical textiles sector. It focuses on high-value textile products used in healthcare, agriculture, infrastructure, defence, automotive, and environmental applications. It supports the development of advanced fibres, smart textiles, indigenous technologies, and skill development programmes.

Opportunities and Threats

Opportunities[13]

Green Textiles and Circular Economy Initiatives

India is well positioned to lead in sustainable textile production with programmes such as the UNIDO-GEF Sustainable Textile Initiative, ESG Task Force, the EU-India Textile Sustainability Programme, and the Integrated Processing Development Scheme are encouraging the adoption of circular manufacturing practices, cleaner production technologies, efficient wastewater management, and sustainable resource utilization.

Smart Manufacturing and Advanced Textile Technologies

The Indian textile industry is increasingly embracing smart manufacturing technologies to enhance operational efficiency, product quality, and competitiveness. The adoption of automation, artificial intelligence (AI), Internet of Things (IoT), and data-driven production systems enables manufacturers to optimize resource utilization, reduce waste, and improve production accuracy.

Global Market Diversification and Trade Opportunities

India's textile exports grew by 2.1% in FY26, with export growth recorded across more than 120 countries. Strong demand was seen from markets such as the US, UK, Germany, Japan, and Africa, creating opportunities for Indian manufacturers to expand their global footprint. Industry is expanding into new international markets and leveraging trade agreements to increase exports, reduce market dependence, and enhance global competitiveness.

China+1 Sourcing Shift and Global Supply Chain Realignment

Global companies are increasingly adopting the 'China+1' strategy to diversify sourcing and reduce supply chain risks as international brands seek reliable alternative sourcing destinations, Indian textile manufacturers can strengthen export growth, attract new business partnerships, and enhance their position in global value chains through improved quality, compliance, and production capabilities.

Rising Domestic Consumption and Retail Penetration

Growth in organised retail, e-commerce, housing, hospitality, and lifestyle spending, coupled with government initiatives such as the Swadeshi Campaign, is expected to drive sustained growth in apparel, home textiles, and value-added textile products, supporting the industry's long-term growth trajectory. Increasing consumer preference for branded, sustainable, and premium textile products is creating new opportunities for innovation and value addition across the sector.

Threats[14]

Shifting Global Sourcing Dynamics

India is under intense competition from Bangladesh, Vietnam and China in international textile markets. These textile-exporting nations continue to benefit from lower labour costs, favourable trade agreements, and strong manufacturing ecosystems. China dominates through its unmatched supply chain scale, Vietnam excels in logistical speed and free trade agreements, and Bangladesh thrives on high-volume, cost-effective manufacturing.

Raw Material Supply and Margin Volatility

There are large fluctuations in cotton, polyester, and viscose prices which directly impact production costs and profitability. Weather-related disruptions, global commodity price movements, and supply-demand imbalances can create uncertainty in margins, particularly for spinning and processing companies.

Supply Chain and Logistics Disruptions

Geopolitical tensions in key trade corridors, particularly the Red Sea region, have increased shipping costs and transit times for global textile exports. Continued disruptions in logistics networks, container availability, and freight rates may adversely impact delivery schedules, working capital requirements, and the competitiveness of Indian textile exporters in international markets.

Consumer Spending Slowdown

Persistent inflationary pressures and economic uncertainty in major markets are causing consumers to reduce discretionary spending on apparel and home textiles. Several global brands have adopted cautious inventory strategies and shorter order cycles, leading to lower visibility for textile manufacturers. Since exports account for a significant share of India's textile industry revenue, any prolonged weakness in consumer

[11] https://www.texmin.gov.in/offerings?page=1

[12] https://www.texmin.gov.in/offerings?page=1

demand could adversely affect capacity utilization, pricing power, and profitability.

Company Overview

Winsome Textile Industries Limited (WTIL) is a diversified textile manufacturer specializing in melange, dyed, and specialty yarns for the knitting and weaving industries. Established in 1980, the company has grown from a modest spinning operation with 16,000 spindles to an integrated manufacturing enterprise with 108,288 spindles, a dye house capacity of 12715 M.T. annually, and yarn-dyed knitted fabric capacity of 2180 M.T. annually Headquartered in Chandigarh, with two manufacturing facilities in Himachal Pradesh, WTIL serves a broad customer base across India and international markets spanning more than 50 countries. The company offers an extensive portfolio of cotton, blended, and value-added yarns, including sustainable and recycled fibre-based products. Supported by continuous modernization, process improvements, and investments in renewable energy, WTIL focuses on quality, innovation, operational excellence, and environmental responsibility. Its strong export presence, diversified product range, and customer-centric approach position the company as a trusted partner in the global textile value chain.

Financial Performance

Particulars	Numerator	Denominator	31st March, 2026	31st March, 2025	% Variance
(a) Current Ratio,	Current Assets	Current Liabilities	1.24	1.25	(1)
(b) Debt-Equity Ratio,	Total Outside Liabilities	Shareholders' Equity	1.79	1.75	(2)
(c) Debt Service Coverage Ratio,	Earnings available for debt service (*)	Debt Service (**)	1.21	1.18	3
(d) Return on Equity Ratio, (%)	Net Profits after Taxes	Shareholders' Equity	8.04	9.26	(13)
(e) Inventory turnover ratio, (No. of Days)	Total Inventories	Revenue from Operations	141	134	(5)
(f) Trade Receivables turnover ratio, (No. of Days)	Total Net Trade Receivable	Revenue from Operations	59	51	(16)
(g) Trade payables turnover ratio, (No. of Days)	Total Net Trade Payables	Purchases & Consumption of Goods	140	123	(14)
(h) Net capital turnover ratio,	Revenue from Operations	Working Capital	8.21	8.58	(4)
(i) Net profit ratio, (%)	Net Profit before Taxes	Revenue from Operations	4.04	4.06	(0)
(j) Return on Capital employed, (%)	Earning before interest and taxes	Capital Employed (#)	18.21	19.22	(5)
(k) Return on investment, (%)	Income generated from long term investments	Average long term investments	20.00	20.00	0

(*) Earnings available for debts se rvice = Profit after Tax before depreciation and interest on long term borrowings

(**) Debts Service = Repayment of long term borrowings and Gross Interest on long term borrowings

(#) Capital Employed = Total book value of all assets less current liabilities

Human Resource

At Winsome Textile, our people remain the foundation of our long-term success. The Company has continued to invest in capability building, leadership development and employee engagement initiatives aimed at creating a high-performance and future-ready workforce.

In FY 2026, the Company had a workforce strength of approximately 2482 employees. During the year, focused efforts were undertaken towards technical training, behavioural development, multi-skilling and safety awareness programmes. Employees also participated in various external learning initiatives conducted by leading industry and training institutions.

Winsome Textile continues to invest in the development of its human capital through structured learning, skill enhancement, employee engagement and workplace well-being initiatives. The Company conducts comprehensive technical, behavioural, and safety management training programmes through internal experts as well as external institutions to strengthen employee competencies and prepare them for evolving industry requirements. A focused multiskilling and upskilling framework, supported by regular operator development programmes and external training through reputed institutions such as CII, PHD Chamber and NITRA, has enabled continuous capability enhancement across the organisation.

The Company actively promotes a culture of continuous improvement through its Total Quality Management (TQM) framework and Quality Circle initiatives, encouraging employee participation in productivity enhancement and operational excellence. As a registered Training Provider with the National Skill Development Corporation (NSDC), Winsome Textile actively implements nationally recognised skill development schemes such as the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) and

[13] https://textileinsights.in/tag/indian-home-textiles-industry/

[14] https://www.investindia.gov.in/sector/textiles-apparel

Recognition of Prior Learning (RPL), supporting both apprentices and existing workers in upgrading their skills and employability.

Risk Management

Winsome Textile Industries Limited operates in a dynamic business environment exposed to risks arising from fluctuations in raw material prices, foreign exchange volatility, changing global demand patterns, geopolitical developments, trade barriers, and intense competition from international textile manufacturers. The company also faces challenges related to export market dependence, energy costs, regulatory compliance, and supply chain disruptions. To address these challenges, the Company follows a structured and systematic risk management framework that enables identification, assessment, monitoring and mitigation of key business risks such as operational, financial and strategic business risks. Risks are periodically reviewed by the management and appropriate mitigation strategies are implemented to minimise their potential impact.

The Company's focus on value-added products, diversified customer base, strong export presence, prudent financial management and continued investment in operational excellence enhances its resilience against external uncertainties. Through proactive risk monitoring and timely corrective measures, the Company seeks to safeguard stakeholder value while supporting sustainable growth.

Internal Control Systems and their Adequacy

The Company's internal audit system is continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee routinely reviews reports presented by the internal auditors. The committee notes the audit observations and takes corrective actions if necessary. It maintains a constant dialogue with the statutory and internal auditors to ensure effective operations of the internal control systems.

Cautionary Statement

In this annual report, the Company has disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. Statements in our annual report which describe the Company's objectives - written and oral, projections, estimates, expectations or predictions can constitute forward-looking statements within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectations of future events and are subject to risks and uncertainties. It has tried wherever possible to identify such statements by using words such as 'anticipates,' 'estimates,' 'expects,' 'projects,' 'intends,' 'plans,' 'believes' and words of similar substance in connection with any discussion of future performance. The Company cannot guarantee that these forward-looking statements will be realised, although it believes it has been prudent in our assumptions. Actual results may differ materially from those expressed or implied in these statements due to various factors including changes in economic conditions, government policies, market demand, raw material prices, foreign exchange fluctuations, competitive pressures and other factors beyond the Company's control.

The Company assumes no obligations to publicly amend, modify or revise any forward-looking statements on the basis of subsequent developments, information or events. Readers are therefore advised to exercise appropriate caution while relying on such statements.

Board's Report

Dear Shareholders

Your Directors have pleasure in presenting the 45th Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2026.

(₹ in Lacs)

Financial Highlights	Year ended 31.03.2026	Year ended 31.03.2025
Sales	89802.59	86816.10
Profit before Interest & Depreciation	10714.78	10389.37
Less : Interest	4825.79	4644.69
Profit/(Loss) before Depreciation	5888.99	5744.68
Less : Depreciation	2271.57	2233.94
Profit/ (Loss) before Tax	3617.42	3510.74
Less : Provision for Taxation - Current Tax/MAT	616.37	855.18
- MAT Credit	-	-
- Deferred Tax Liability/(Assets)	332.33	38.73
- MAT Credit earlier year/Charged Earlier Year	-	-
- Tax/MAT for earlier years	-	-
- Tax Adjustment for the earlier year	9.62	(190.06)
Net Profit/ (Loss) after Tax	2659.10	2806.89
Add : Surplus brought from previous year	6191.13	5340.46
Less: Adjustments & amounts transferred to General Reserves	1900.67	1956.22
	6949.56	**6191.13**
Appropriations :		
Proposed Dividend	NIL	NIL
Corporate Dividend Tax	NIL	NIL
Surplus Carried to Balance Sheet	6949.56	6191.13
	6949.56	**6191.13**

PERFORMANCE REVIEW/STATE OF AFFAIRS OF THE COMPANY, MODERNISATION AND EXPANSION

A) Yarn Spinning, Dyeing and Fabrics

During the year 2025/26, turnover of company increased from Rs 868.16 crores to Rs 898.02 crores, an increase of 3.43 % over previous year. Despite turmoil in international markets due to conflicts in Middle East and Europe compounded by additional tariffs on Indian exports to USA, company has been able to manage almost similar levels of profit after tax. Modernization projects taken by the company in previous year as well as current projects under implementation has resulted in increased production, improvement in quality and availability of in-process material for making value added yarns which has helped the company to pass through this crisis in the textile industry . The Company's exports during 2025-26 increased from 443 crores in year 2024-25 to Rs 479 crores during the current financial year showing increased share of exports despite turbulent conditions in world market.

The modernization project undertaken by company during last year entailed an investment of Rs. 61 crores which was funded by banks and supported by internal accruals is in final stages of implementation and would be completed by September 2026. Once this project is fully implemented, company would be able to increase its share of value added products which would have significant effect on its profitability.

The Board of Directors of the Company at its meeting held on 25th June, 2026, has approved the proposal for Dye House expansion and modernization of the Spinning machinery of the Company. The above said expansion and modernization would include enhancement of production capacity of yarn spinning, modernization of spinning facilities through installation/upgradation of machinery and equipment and expansion of Dye House capacity. The project also includes strengthening of the Company's environmental infrastructure through augmentation of effluent recycling capacity, upgradation of the existing Effluent Treatment Plant (ETP), and improvement in sludge handling systems. The capacity addition/modernization will also optimize operating costs and investments in effluent treatment will enhance environmental sustainability. The estimated project cost shall be approximately Rs. 170 Crs Approx. and will be funded through internal accruals/ debts. The project is expected to be completed within 31st March, 2028

We continue our commitment as ZDHC signatory by supporting sustainable textile manufacturing by maintaining progressive level under ZDHC supplier to Zero (STZ) programme. we have participated in ZDHC v2.0 STZ on-site pilot project. We are continuously enhancing environmental performance through responsible chemical management, and reuse of water and salt through Zero Liquid Discharge plant.

B) Hydro and Solar Power Projects

The Company's hydropower project generated 89.62 lakh units of power during 2025-26 as compared to generation of 112.73 lakh units during 2024-25. Reduction of hydropower generation was due to massive floods twice during peak generation period of July/September 2025 in Manuni khad which resulted in stoppage of plant for over 45 days.The Solar plant at our unit in village kaundi generated 34.74 lakh units in 2025-26 which was comparable with generation of 34.39 lakh units in year.

The entire generation of both solar and hydro power plants were captively consumed.. The company is actively working on evaluation of a new micro hydel project , which has been provisionally allotted and which is in close proximity of our existing hydropower plant. Detailed Project Report is being prepared by consultants and once approved, company intents to commence working on implementation of this project.

ACCOLADES AND RECOGNITIONS

We are very pleased to inform you that our Company has been awarded with Gold Trophy as a recognition for being highest exporter of "Cotton Processed yarns" from India for the F.Y. 2023-2024 in Category-III (Above Rs. 250 Crores) by The Cotton Textile Export Promotion Council (TEXPROCIL). Now, Overall in India, Winsome is at No.1 in Exports of cotton processed yarns.

SHARE CAPITAL

The Authorized Share Capital of the Company is ₹ 25,00,00,000/-(Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lac) Equity Shares of ₹ 10/- each.

The paid up Equity Share Capital as at March 31, 2026 was ₹ 19,82,00,000/- (comprised of 1,98,20,000 equity shares of ₹ 10/- each). During the year under review, the Company has neither issued any shares nor granted stock options or sweat equity, preference shares and also not made any provision for purchase of its own shares by employees or by trustees.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan or provided any security/ guarantee as per section 186 of the Companies Act, 2013 during the year 2025-26. The Investments under section 186 of the Act are given in the Financial Statements forming part of the Annual Report.

PUBLIC DEPOSITS

The Company has not accepted /renewed any deposits from the public during the FY 2025-26.

DIVIDEND & RESERVES

Keeping in view to conserve resources, your Directors have not recommend any dividend for the FY 2025-26.

During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF Authority. Although, the unclaimed dividend and shares already transferred to the IEPF Authority by the Company in the previous years can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.

NUMBER OF MEETINGS HELD

The details of Board and Committee Meetings are given in the Corporate Governance Report.

DIRECTORS/ KEY MANAGERIAL PERSONNEL

Sh. Ashish Bagrodia, Chairman & Managing Director and Sh. Anil Kumar Sharma, Executive Director & CEO shall be liable to retire by rotation at the ensuing General Meeting, being eligible, they have offered themselves for re-appointment.

There was no change in Directors and Key Managerial Personnel during the year.

ANNUAL EVALUATION OF BOARD AND ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS

As per Companies Act 2013 and Listing Regulations, Board has adopted formal mechanism for evaluating its performance and as well as that of its committees, individual Directors, including the Chairman of the Board in compliance of Companies Act 2013 and Listing Regulations. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board, its committee & members, their experience & competencies, performance of specific duties & obligations, governance. Broadly the performance of Non-Independent/Executive/ Whole Time Director(s) was evaluated on the basis of their own performance, expertise, intelligence, their qualitative & quantitative contribution towards operational achievements, organizational performance etc. The performance of Non-Executive Independent Directors were evaluated on the basis of their constructive participation's in Board/Committee/ General meetings, their informed & balanced decision-making, ability to monitor financial controls, systems & certain allied parameters. The annual performance evaluation of various Board Committees constituted under Companies Act & Listing Regulations was made on the basis of their respective terms of reference, discharge of functions, governance etc.

The separate Meeting of independent Directors was held on 07th February, 2026 to review the performance of Non-Independent directors including the Chairman and the Board as a whole as per Code of Independent Directors under Companies Act 2013 and Listing Regulations. The Independent Directors also reviewed the quality, content and timeliness of follow of information between Management and the Board.

The Performance Evaluation Policy of Board of Directors is uploaded on the Company's website i.e. www.winsometextile.com under corporate policies.

REMUNERATION POLICY

The Board has on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their Remuneration. The said policy has been uploaded on the website of the Company. The Key provisions of Nomination and Remuneration policy are appended as an **Annexure I** to the Board's report.

AUDIT COMMITTEE

The company has duly constituted an Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations. The composition of the Audit Committee is given in Corporate Governance Report.

All the recommendations of the Audit Committee were accepted by the Board.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted the Whistle Blower Policy/Vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. Such mechanism/ policy is also uploaded on the website of the Company i.e. www.winsometextile.com under the head "corporate policies".

AUDITOR'S REPORT

The auditor's report is self-explanatory and requires no explanation.

COST AUDIT & AUDITORS

M/s K.K. Sinha & Associates, Cost Accountants were appointed as Cost Auditors of your Company for auditing the cost accounts records for the financial year 2025-26 under provisions of Section 148 of the Companies Act, 2013. They are likely to submit Cost Audit Report within the prescribed time limit. Further the Company has made and maintained proper cost records as specified by the central government under sub-section (1) of section 148 of the Companies Act, 2013 for its business activities carried out during the year.

Furthermore, the Board has re-appointed M/s K.K. Sinha & Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2026-27 on a remuneration of ₹ 75,000/- (Rupees Seventy Five Thousand Only) same as in the previous year subject to the approval of Shareholders. The Company has received written confirmation(s) from M/s K.K. Sinha & Associates, Cost Accountants, to the effect that their re-appointment, if made, would be in accordance of provisions of section 148 of Companies Act 2013 and that they are not disqualified for such appointment within the meaning of section 141 of Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014.

SECRETARIAL AUDIT & AUDITORS

Shri Ramesh Bhatia, Practicing Company Secretary have submitted Secretarial Audit Report for the financial year ended on March 31, 2026 and same is annexed as **Annexure II** and forms part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditors in their Report. Information referred to in the Secretarial Auditors' Report is self-explanatory and do not call for any further comments.

Furthermore, Shri Ramesh Bhatia, Practicing Company Secretary has been appointed as Secretarial Auditor for a period of five years by the Shareholders at last Annual Genereal Meeting held on 24th September, 2025.

ANNUAL SECERTARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2025-26 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the stock exchanges within the prescribed time.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All Related Party transactions entered during the financial year were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee/ Board for its review/approval under omnibus approved route. There was no material contract or arrangement or transactions with Related Party during the year. Thus, disclosure in form AOC-2 is not required.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the rules there under and Listing Regulations. This Policy as considered and approved by the Board has been uploaded on the website of the Company at web link http://www.winsometextile.com/files/pdf/68-63-file.pdf.

PARTICULARS OF EMPLOYEES

The information under Section 197 read with Rule 5(1), 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as an **Annexure III** & **Annexure IV** to the Board Report.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2026 is available on the Company's website at web link http://www.winsometextile.com/annual-return.

INDUSTRIAL RELATIONS

The company maintained healthy, cordial and harmonious industrial relations at all levels.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks through well-defined risk management policy/procedures, which in the opinion of the Board may threaten the existence of the Company. The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined framework.

The Company has formulated and adopted Risk Management Policy to prescribe risk assessment, management, reporting and disclosure requirements of the Company. The said policy is available on the website of the Company i.e. www.winsometextile.com.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has laid down adequate internal financial controls with reference to financial statements. During the year such controls were tested and no material weakness in their operating effectiveness was observed.

Further, the Company has an adequate system of internal control system in place commensurate with its size and operations. It ensures that all transactions are authorized, recorded and reported correctly. To maintain its objectivity and independence, an in-house Internal Audit Department of Company continuously monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating system, accounting procedures and policies/SOP's at all the location of the Company. Significant audit observation and corrective actions thereon are presented to Audit Committee. The Audit Committee regularly reviews the reports submitted by Internal Audit Department.

ASSOCIATES AND SUBSIDIARIES

The Company has no Associates & Subsidiaries as on March 31, 2026.

OVERSEAS BRANCH

The Company has its branch office in Poland, which is operational since F.Y. 2018-19 and catering to textile market in central Europe.

CORPORATE GOVERNANCE AND COMPLIANCE WITH SECRETARIAL STANDARDS

As per the provisions of Listing Regulations, a separate Report on Corporate Governance practices followed by the Company together with a Certificate from the Practicing Company Secretary, confirming compliance forms part of this report. Furthermore, the Company has complied with Secretarial Standards issued by Institute of Company Secretaries of India on Board Meetings and General Meetings.

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

As required under Section 134(3)(m) of the Companies Act 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is appended as an **Annexure V** to the Board's Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the corporate social responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure VI** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is also part of this Annual Report. The CSR policy is available on website of Company at web link: http://www.winsometextile.com/files/pdf/68-224-file.pdf.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(3)(c) and 134(5) of Companies Act, 2013, it is hereby confirmed that:

- in the preparation of annual accounts for the financial year ended 31st March, 2026, the applicable accounting standards have been followed and that there are no material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2026 and of the profit or loss of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;

- 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;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequately and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have submitted the Declaration of Independence, as required pursuant to provisions of section 149 of Companies Act 2013 and under Listing Regulations, stating that they meet the criteria of independence as provided in said section/relevant regulation.

STATUTORY DISCLOSURES

None of the Directors of Company are disqualified under the provisions of section 164 of Companies Act 2013 & rules made there under. The Directors have made the requisite disclosures, as required under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("hereinafter referred to as Listing Regulations").

INTERNAL COMPLAINT COMMITTEE (ICC)

The Company has constituted an Internal Complaint Committee (ICC) in all units of the company including corporate office to consider and resolve all sexual harassment complaints reported by any employees of the Company. The constitution of ICC is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the committee includes external members from NGOs with relevant experience. Investigation is conducted and decisions made by ICC at respective location, and senior woman employee is the presiding officer over every case. Half of the total members of ICC are women. The details of complaints pertaining to sexual harassment that were filed, disposed of and pending during the financial year are provided in the corporate governance report of this Annual Report.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TILL DATE OF REPORT

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statements relate and the date of this Report.

DISCLOSURE REGARDING VOTING RIGHT NOT EXERCISED DIRECTLY BY THE EMPLOYEES

During the year under review, there is NIL disclosure as required under provisions of section 67 of Companies Act 2013.

OTHER DISCLOSURES

No disclosure or reporting is made in respect of the following items as there were no transactions during the year under review:

- There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or the Board under Section 143(12) of Act and Rules framed thereunder.
- Neither there is revision in the Financial Statements nor there is any change in nature of business.

EQUAL OPPORTUNITY EMPLOYER

Company has always provided a congenial atmosphere for work to all employees that is free from discrimination and harassment including sexual harassment. It has provided equal opportunities to all employees, workers without regard to their caste, creed, colour, marital status and sex.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion and analysis report, as required by Listing Regulations, forms part of the Annual Report.

ACKNOWLEDGEMENT

The Directors take this opportunity to express their deep sense of gratitude to the Customers, stakeholders, Central and State Governments for their continued guidance and support. Your Directors wish to place on record their appreciation for the support, dedication and hard work put in by every member of WINSOME Family.

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 07.08.2026

Annexure I

Nomination and Remuneration Policy of Winsome Textile Industries Limited

1. Introduction

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee to align the objectives and goals of the Company with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time) ('Listing Regulations').

2. Key Objectives of Policy

The Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time. The primary objective of this Policy is to provide a framework and set standards for the nomination and remuneration of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and functional skills amongst its Directors, Key Managerial Personnel and Senior Management and to remunerate them appropriately.

3. Applicability

This policy is applicable to :

1. Directors viz. Executive Directors, Non-executive Director, Whole Time Director, Managing Director and Independent Director
2. Key Managerial Personnel
3. Senior Management Personnel
4. Other Employees of the Company

4. Definitions

i "**Act**" means Companies Act, 2013 and rules thereunder, as amended time to time.

ii "**Board of Directors**" or 'Board', in relation to the Company, means the collective body of the directors of the Company including the Chairperson/Chairman of the Company.

iii "**Company**" means Winsome Textile Industries Limited

iv "**Committee**" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the provisions of Section 178 of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

v "**Compliance Officer**" means the Company Secretary and any officer of the Company

vi "**Director**" means a Director appointed to the Board of a Company.

vii "**Executive Director**" means the Managing Director, Whole-time Director, as the case may be and includes Directors who are in the full time employment of the Company.

viii "**Independent Director**" means a Director referred under provisions of Section 149 of the Companies Act, 2013 and rules thereunder and as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

ix "**Key Managerial Personnel**" mean key managerial personnel as defined under the Companies Act, 2013 & rules made thereunder, including any amendment or modification thereof, and includes

- i. Managing Director, or Chief Executive Officer or manager and in their absence, a whole time director;
- ii. Company Secretary
- iii. Chief Financial Officer and
- iv. Such other officer as may be prescribed.

x "**Senior Management**" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

xi "**Remuneration**" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

xii "**Policy or This Policy**" means "Nomination and Remuneration Policy."

xiii "**Interpretation**" The terms, words & expressions, that have not been defined in this Policy shall have the same meaning respectively assigned to them in the Companies Act, 2013, rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5. Major Functions of Nomination and Remuneration Committee

The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which shall make recommendations & nominations to the Board. In this regard, the said Committee, apart from other functions as assigned/delegated to it, shall look after the following functions:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- 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.
- To carry out/to perform such other function as may be necessary or appropriate or as may be assigned/ delegated/ mandated to it by the Board from time to time and/ or enforced by any Statutory notification, Amendment or Modification, as may be applicable.

The aforesaid Policy shall ensure that:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

6. APPOINTMENT AND REMOVAL OF DIRECTOR'S, KMP'S AND SENIOR MANAGEMENT PERSONNEL

(1) Appointment criteria and qualifications:

A The Committee shall identify and ascertain the suitable person(s) and recommend to the Board his/her appointment/ re-appointment for appointment as Director(s), KMP(s) or at Senior Management level.

B A person should possess adequate qualifications, expertise and experience for the position he/she is considered for appointment/re-appointment. The appointee may be assessed by the committee against a range of criteria which include but not limited to integrity, qualification, expertise, industry experience, inter-personal skill, and such other appropriate qualities of the person(s), as may be required, to handle/perform successfully the position so chosen with due regard for the benefits from diversifying the Board.

The Committee/Board has discretion to decide whether the qualification, knowledge, expertise, functional skill and experience etc. possessed by a person are sufficient / satisfactory for the concerned position.

C The Company shall appoint or re-appoint the Director/Managing Director/Whole-time Director/Manager in accordance with the provisions, rules and regulations as framed under the Companies Act 2013, rules made thereunder and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

D Appointment of Independent Director is subject to the compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules made thereunder, and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

(2) Term/Tenure :

(i) Managing Director/Whole-time Director/ Manager (Managerial Person):

- The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

(ii) Independent Director :

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

No Independent Director of the Company shall hold office after completion of the age of seventy five years unless his appointment/continuation have been approved through a special resolution by the shareholders of the Company.

The term/ tenure of Independent Directors and reckoning of the limit of Companies, in which a person can appointed as Director, Independent Director, Managerial Person, as the case may be, shall be fixed or determined as per the provisions of Companies Act 2013, rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

(3) Letter of Appointment

Each Independent Director/KMP's/Senior Management Personnel, as the case may be, is required to sign the Letter of appointment with the Company containing the terms & conditions of his/her appointment/re-appointment and the role/profile assigned in the Company.

(4) Removal

Due to reasons for any disqualification(s) mentioned in the Companies Act, 2013, rules made thereunder, under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other laws, rules & regulations, the Committee may recommend to the Board with reasons recorded in writing, for removal of Director and for removal/termination/ suspension/dismissal of KMP's or Senior Management Personnel subject to the compliance of applicable Acts, Rules & Regulations, if any.

Although for removal//termination/suspension/dismissal of KMP's or any other Senior Management Personnel of the Company, the Committee may, if so required, refer the HR Policy of the Company.

(5) Retirement

The Director, KMP's and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and as per the prevailing HR policy of the Company, as amended time to time. The Board shall have the discretion to retain the Director, KMP's, Personnel of Senior Management in the same position/ role, remuneration or otherwise, even after attaining the retirement age, in the bonafide interest and for the benefit of the Company, if so required.

7. PROVISIONS RELATING TO REMUNERATION OF DIRECTORS, KMP's, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The Guiding Principle is that the level and composition of remuneration shall be reasonable & sufficient so as to attract, retain, motivate Directors, Key Managerial Personnel’s, Senior Management Personnel & other employees. The Directors, Key Managerial Personnel’s, Senior Management Personnel & other employee’s salary shall be based & shall be determined on the basis of individual person’s qualifications, profile, related experience, responsibilities, role in the organization and his/her performance and in accordance with the limits as prescribed Statutorily, if any.

Further, the Nomination & Remuneration Committee while determining the individual remuneration packages/structure for Directors, KMP's, Senior Management Personnel and for other employees of the Company shall consider all relevant factors including but not limited to Company's HR Policy, market survey, business performance & prevailing practice in comparable companies, benchmarks fixed for same grade of employees, particular industry growth, prevailing laws, government guidelines and also having due regard to financial health/profitability of the Company,

7A General Provisions:

i The remuneration/compensation/commission etc. to Directors, KMP's, Senior Management Personnel shall be determined by the Committee and recommended to the Board for approval. The remuneration of Senior Management Personnel shall be as per remuneration policy as amended from time to time.

ii The remuneration /compensation/commission etc. to be paid to Directors, shall be as per the Statutory provisions of Companies Act, 2013, and rules made thereunder for the time being in force and shall be subject to the approval of shareholders of the Company, as required by the law for the time being in force.

iii Where any insurance is taken by a company on behalf of its Managing Director, Whole-time Director, Manager, Directors, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

7B Specific Provisions regarding remuneration to Directors, KMP's, Senior Management Personnel and Other Employees :

(1) Fixed Pay/ Base Compensation

i Directors, KMP's and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of Committee in accordance with the provisions of Companies Act, 2013, and the rules made thereunder for the time being in force. The basic pay, break-up of remuneration structure, quantum of perquisites, perks, allowances & certain other statutory/non statutory benefits etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be approved by the shareholders and Central Government, wherever required/applicable.

ii Increments to the existing remuneration structure if any shall be approved by the Committee for KMP's and Senior Management Personnel and for other employees of the Company. However increments to the Whole Time Director, Managing Director, Executive Director or Manager (as the case may be) shall be within the limits/slabs as approved by the Shareholders in their general meeting & shall be paid in accordance with their respective terms and conditions of appointment/re-appointment.

The increments shall be effective from 1st April in respect of Whole-time Director, Managing Director, Executive Director (as the case may be) as well as in respect of other employees of the Company, unless otherwise decided.

iii The Committee may refer Company's HR Policy, if so required, in respect of aforesaid matters.

(2) Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Whole Time Director or Manager in accordance with the provisions of Schedule V of the Companies Act, 2013 & rules made thereunder, as amended from time to time, subject to the required approval(s).

(3) Provisions for excess remuneration

If Managing Director, Whole Time Director or Manager draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 & rules made thereunder, as amended from time to time, subject to the approval of shareholders, wherever required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for and on behalf of the Company.

7C Remuneration to Non-Executive / Independent Directors

i Remuneration / Commission

The remuneration / commission shall be in accordance with the Statutory Provisions of the Companies Act, 2013, and the rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time for the time being in force.

ii Sitting Fees

The Non- Executive / Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Further the boarding, lodging, traveling expenses & out of pocket expenses, if any shall be reimbursed to the Non- Executive/ Independent Directors on actual basis, residing out of Chandigarh.

iii Stock Options

Pursuant to the provisions of the Companies Act, 2013 & rules made thereunder, an Independent Director shall not be entitled to any stock option of the Company.

8. Review and Amendment

The Nomination and Remuneration Committee shall periodically review the Nomination and Remuneration Policy. The Board of Directors after considering the recommendations of Nomination and Remuneration Committee is empowered to amend this policy either in whole or in part, at any time consistent with requirements of applicable laws, rules and regulations.

Annexure II

FORM NO.MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL

YEAR ENDED 31ST MARCH 2026

Pursuant to section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

To,
The Members,
Winsome Textile Industries Limited
1, Industrial Area, Baddi- 173205
Distt Solan (H.P.)
CIN NO : L17115HP1980PLC005647

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Winsome Textile Industries Limited**, Baddi. (H.P.) (Hereinafter called the company) for the financial year ended on March 31, 2026. (the audit period). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of Winsome Textile Industries Limited's Books, Papers, Minutes Books , Forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion , the company has, during the audit period covering the financial year ended on 31/03/2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board- Processes and Compliance - Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the financial year ended on 31/03/2026 according to the provisions of:

    i) The companies Act, 2013 (the Act) and the rules made there under.

    ii) The Securities Contracts (Regulations) Act, 1956 (SCRA) and the rules made there under,

    iii) The Depositories Act, 1996 and the Regulations and Bye Laws framed there under:

    iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the Extent of Foreign Direct Investments, Overseas Direct Investment, and External Commercial borrowings.

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

    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

    (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with clients.

    (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations 2014, (Not applicable during the period of Audit)

    (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (Not applicable during the period of Audit)

    (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018, (Not applicable during the period of Audit)

    (g) The Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2009 (Not applicable during the period of Audit)

    (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 (Not applicable during the period of Audit)

    (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

2. I have relied on the representation made by the company and its officers for systems and mechanism put in place by the company for compliance under the applicable act, laws and regulations to the company

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

   A). Secretarial Standards with regard to meeting of the Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India,

   B) The erstwhile Listing Agreements entered by the Company with Bombay Stock Exchange Limited, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

   - Compliance with the Secretarial Standards is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of the secretarial records. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company and the observations, if any, made by the statutory auditors in their report under review.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, non – Executive Directors, Women 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.

- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were, generally, sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

- I further report that based on review of compliance mechanism established by the company and on the basis of compliance certificates issued thereon and taken on record by the Board of directors, I am of the opinion 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, suits, rules, regulations, and guidelines.

- The report is read with my letter of even date annexed as Annexure A with the report and forms an integral part of this report.

  I, further certify that the company has complied with the maintenance of the Structured Digital database (SDD) as required to be maintained under Regulation 3(5) and 3 (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Signature : sd/-
Name : **RAMESH BHATIA**
FCS No. : 2483
C P No. : 1917
UDIN NO : F002483H000355847

Place: Chandigarh
Date: 14.05.2026

"Annexure A"

To,
The Members,
Winsome Textile Industries Limited
1, Industrial Area, Baddi-173205.
Distt Solan H.P.
CIN NO: L17115HP1980PLC005647

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

1. Maintenance of Secretarial records 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 the 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 compliance of laws, rules and regulations and happenings of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the 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 efficacy or effectiveness with which the Management has conducted the affairs of the company.

Signature : sd/-
Name **: RAMESH BHATIA**
FCS No. : 2483
C P No. : 1917
UDIN NO : F002483H000355847

Place: Chandigarh
Date: 14.05.2026

Annexure III

INFORMATION PURSUANT TO SECTION 197 OF COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

(I) Ratio of remuneration of each Director to the median remuneration of Employees of Company for F.Y. 2025-26:

Sh. Ashish Bagrodia 63.01:1
Chairman & Managing Director
Sh. Anil Kumar Sharma 36.47:1
Executive Director and CEO

(II) The percentage increase/ (decrease) in remuneration of each Director, CEO, CFO & CS during F.Y. 2025-26:

S. No.	Name	Designation	% increase/ (decrease) in Remuneration
1	Sh. Ashish Bagrodia	CMD	8.56
2	Sh. Anil Kumar Sharma	ED & CEO	7.94
3	Sh. Sanjay Kumar Kedia	CFO	5.46
4	Sh. Videshwar Sharma	CS	5.65

*Excluding Commission

Except Sh. Ashish Bagrodia, and Sh. Anil Kumar Sharma, remaining Board Members are Non-Executive Independent Directors and entitled for sitting fees only. The details of sitting fees paid to Non-Executive Independent Directors are provided separately in Corporate Governance Report. Therefore the ratio of remuneration and percentage increase for Non-Executive Independent Directors is not considered for aforesaid purposes at point no. (I) & (II).

(III) The percentage increase/ (decrease) in the median remuneration of employees for F.Y. 2025-26: (2.99%)

(IV) The number of permanent employees on the rolls of company as on 31st March 2026: 2482

(V) Average percentile increase/ (decrease) already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase/ (decrease) in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase/ (decrease) in the managerial remuneration.

During the year under review salaries/wages of employees other than the managerial personnel in F.Y. 2025-26 were increased by 4.34%, whereas the percentage increased in the managerial remuneration was by *8.33%. The remuneration to employees and to managerial personnel commensurate with industry standards & as per nomination & remuneration policy of Company.

*Excluding Commission

(VII) It is hereby affirmed that the remuneration paid during the F.Y. 2025-26 is as per the Remuneration Policy of Company.

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 07.08.2026

Annexure IV

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF COMPANIES ACT 2013 READ WITH RULE 5(2) & 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

I	II	III	IV	V	VI	VII	VIII	IX	X	XI
Name	**Designation**	**Remuneration received**	**Nature of employment**	**Qualifications**	**Experience**	**Commencement of employment**	**Age**	**Last employment held**	**Percentage of equity shares held in Company**	**Whether such employee is a relative of any director or manager of the company**
Shri Ashish Bagrodia	CMD	# ₹ 205.42 Lacs	Whole Time	B.E. (Mech.) Hons.	31 years	01st October 1996	56 years	NIL	0.25% (49220 Shares)	-
Shri Anil Kumar	Executive Director & CEO	₹ 118.89 Lacs	Whole Time	B.Tech & MBA	46 years	01st October 1985	72 years	Mahavir Spinning Mills Ltd.	0.0002% (50 shares)	N.A.
Top Ten Employees of the Company (Remuneration Wise)										
Shri Anil Kumar Sharma	Executive Director & CEO	₹ 118.89 Lacs	Whole Time	B.Tech & MBA	46 years	01st October 1985	72 years	Mahavir Spinning Mills Ltd.	0.0002% (50 shares)	N.A.
Shri Sanjay Kumar Kedia	SVP - FINANCE (CFO)	₹ 52.38 Lacs	Whole Time	B.Com, CA	26 years	21st May 2009	51 years	Limtex Group	0.0001% (20 shares)	N.A.
Shri Sanjiv Vikram Dutt	SVP- Raw Material	₹ 51.46 Lacs	Whole Time	Graduate	37 years	30 April 2007	56 years	Ginni Filaments Ltd.	0.0002 % (50 shares)	N.A.
Shri Alok Mishra	SVP-Exports	₹ 49.92 Lacs	Whole Time	Masters in International Business	29 years	21st January 2009	54 years	Indorama Synthetics TBK	0.0001% (10 shares)	N.A.
Shri Jugal Kishor Sharma	SVP- Technical	₹ 48.91 Lacs	Whole Time	Diploma in Textile Tech.	37 years	1st May 1998	57 years	Shreyans Spinning Mills	Nil	N.A.
Shri Vipin Bathla	SVP-Marketing	₹ 48.70 Lacs	Whole Time	MBA	30 years	11th April 2011	54 years	Spentex Ind Ltd.	Nil	N.A.
Shri Amit Kumar Yadav	AVP-Dye House	₹ 45.50 Lacs	Whole Time	B. Tech Textile Chemistry	21 Years	02-Jul-2012	44 years	Sainath Texport Limited	Nil	N.A.
Shri Ashwani Sharma	VP- Marketing	₹ 41.69 Lacs	Whole Time	B. Tech.	36 years	14- Nov- 2022	56 years	RSWM LTD. Bhilwara Raj	Nil	N.A.
Shri Raj Kumar Sharma	Sr. GM	₹ 39.09 Lacs	Whole Time	Msc (CS), MCA & MBA	31Years	18-March-2013	54 Years	Paayas Milk Producer Co. Ltd.	0.0001% (25 shares)	N.A.
Shri Anil Jain	GM	₹ 33.53 Lacs	Whole Time	B. Tech.	30 years	9-Aug-17	53 Years	Innovative Textiles Limited		N.A.

#Excludes Commission of ₹ 38.56 Lacs.

For and on behalf of the Board

sd/-

(Ashish Bagrodia)

Chairman & Managing Director

DIN-00047021

Place: Chandigarh

Date:07.08.2026

Annexure V

INFORMATION PURSUANT TO SECTION 134(3) OF COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES 2014 REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

(A) CONSERVATION OF ENERGY :

(i) The steps taken or impact on conservation of energy:

The Company is making continuous efforts on ongoing basis for energy conservation by adopting innovative measures to reduce wastage and optimize consumption. All efforts are made for installing energy saving devices wherever required by the Company. Some of major initiatives are like:

(a) Installation of 03 nos of 576 spindle make texpart-CS1 in Ring Frame- 47, 48, 49 in Shed- 5 with an investment of ₹ 1216512/- which saved 18708.20 KWH/per annum resulting in power saving of ₹ 138440.68/-.

(b) Installation of 02 nos of 1200 spindle make texpart-CS1 in Ring Frame- 68, 69 in Shed- 6 with an investment of ₹ 1718400/- which saved 11886.40 KWH/per annum resulting in power saving of ₹ 87959.36/-.

(c) Modification of Reaction Tank – 1, 2 & Dosing tank in ETP with an investment of ₹ 50000/- which saved 46035 KWH/per annum resulting in power saving of ₹ 340659/-.

(d) Replacement of Reaction Tank – 3 & Dosing tank in ETP, which saved 19899 KWH/per annum resulting in power saving of ₹ 147252.60/-.

(e) Replacement of filter press feed pump motor and automation with pressure switch in ETP, which saved 229.2 KWH/per annum resulting in power saving of ₹ 1696.08/-.

(f) Modification of Shed-6 Carding WCS Pipe line and Rotary filter, with an investment of ₹ 610000/-which saved 34397.88 KWH/per annum resulting in power saving of ₹ 254544.31/-

(ii) The steps taken by the company for utilizing alternate sources of energy:

D.G. Set and grid power etc. is generally used by the Company with regard to alternate source of energy.

Implication of energy management system by use of KWH meters to reduce unnecessary usage of electricity by end users etc.

Apart from Grid power, DG sets a standby power. Further, Company has also used another source of energy of Captive power from Manuni HEP 3.5MW through Open access system.

(iii) The capital investment on energy conservation equipment's:

The capital investment on energy conservation equipment's was ₹ 35.95 Lacs.

(B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption :

(a) New Card machines LC361: 16 no, state of art machine purchased, with latest technology having measure such as energy saving and high productivity to produce high value added yarn.

(b) New Mixing MBO LMW LB 3/6: 02 nos purchased, with latest technology to increase the Melange production with Quality mixing by proper cleaning & opening of fibers.

(c) New Rewinding machine SSM CWXW: 01 no, state of art machine purchased, with latest technology having measure such as energy saving and high productivity.

(d) New jib Crane, Capacity of 1.2 T, of Kone make, purchased, with latest technology to smooth the operation of fiber loading in Dye house.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

There has been benefit in respect of quality and output of the product which ultimately result to reduce wastage and avoid product complaints.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of financial year) : Nil.

(iv) The expenditure incurred on Research and Development :

Expenditure on R&D	(₹ In lacs)
Capital	NIL
Revenue	780.80
Total	780.80
Total R&D Expenditure as a percentage of Total Turnover = 0.87 %	

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during F.Y. 2025-26 ₹ 47970.92 Lacs. The Foreign Exchange outgo in terms of actual outflows during F.Y. 2025-26 ₹ 5507.34 Lacs

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date:07.08.2026

Annexure VI

Annual Report on Corporate Social Responsibility (CSR) activities for F.Y. 2025-2026

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) rules, 2014]

1. Brief outline on CSR Policy of the Company:

It is the Company's intent to establish itself and remain as a responsible corporate entity conscious of its social responsibilities towards its work force, society and environment. Corporate Social Responsibility (CSR) policy has been framed under provisions of Section 135 of Companies Act 2013 & rules made there under which have following major objectives:-

- To identify and formulate projects and areas in response to the needs of society and to implement them with full involvement and commitment in a time bound manner.
- To adopt an approach that aims at achieving a greater balance between social and economic development.
- To implement CSR Activities/CSR programmes primarily in the economic vicinity Company's operations with a view to ensuring the long term sustainability of such activities.
- Contribution to the society at large by way of socio-economic activities and social awareness ensuring that benefits reach the targeted beneficiaries.

To comply with the requirements of Companies Act and all other applicable Acts, Rules, Regulations framed by the Government time to time.

The CSR activities may be focused not just around units/plants and offices of the Company, but also in other geographies based on the needs of the communities/society. In pursuance to CSR Policy, Company has decided to undertake all or any of prescribed activities/activity/sub-activity, as mentioned in Schedule VII of the Companies Act 2013 and rules made thereunder, (as amended), either directly or through Winsome Textile Social Trust. Winsome Textile Social Trust is established by the Company for carrying out CSR activities of the Company as per the provisions of section 135 and Schedule VII of the Companies Act, 2013 and rules made there under as amended and also fulfills the criteria laid down under Companies (CSR Policy) Rules 2014. The Corporate Social Responsibility (CSR) Committee of Company constituted under provisions of section 135 of Companies Act 2013 and rules made thereunder regularly monitor/review the CSR activities, its mechanism on quarterly basis. CSR policy is available on Company's website at weblink: http://www.winsometextile.com/files/pdf/68-224-file.pdf

2. Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ashish Bagrodia	Chairman and Managing Director- Chairman of Committee	4	4
2	Mr. Anil Kumar Sharma	Executive Director and CEO - Member of Committee	4	4
3	Mr. Umesh Chander Sharma	Independent Director-Member of Committee	4	4

3. The web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: http://www.winsometextile.com/investors-information

4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. **NOT APPLICABLE**

5. (a) Average net profit of the company as per sub-section (5) of section 135. : **3126.99 Lacs**

(b) Two percent of average net profit of the company as per sub-section (5) of section 135. : **62.54 Lacs**

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. : **NIL**

(d) Amount required to be set-off for the financial year, if any. : **48.84 Lacs**

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. : **13.70 Lacs**

(f) Balance Cumulative amount (up to 31.03.2026) available for set-off in succeeding Financial Years : **66.95 Lacs**

6. (a) Amount spent on CSR Projects (both Ongoing Project and Other than Ongoing Project). : **81.10 Lacs**

(b) Amount spent in Administrative Overheads. : **0.22 Lacs**

(c) Amount spent on Impact Assessment, if applicable. : **NA**

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]. : **81.32 Lacs**

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
81.10 Lacs	NIL	NA	NA	NIL	NA

(f) Excess amount for set-off, if any:

S. No.	Particular	Amount (in ₹) (Lacs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	62.54
(ii)	Total amount spent for the Financial Year	81.10
(iii)	Amount set off (being excess spent during previous Financial Years)	48.84
(iv)	Excess amount spent for the Financial Year [(iii+ii)- (i)]	66.95
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(vi)	Amount available for set off in succeeding Financial Years [(iv-(v)]	66.95

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub- section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub- section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1	NIL	NIL	NA	NIL	NA	NIL	NA
2	FY-2	NIL	NIL	NA	NIL	NA	NIL	NA
3	FY-3	NIL	NIL	NA	NIL	NA	NIL	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **NO**

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
NA							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. **NOT APPLICABLE**

Sd/-
Ashish Bagrodia
Chairman and Managing Director
(Chairman CSR Committee).

Sd/-
Anil Kumar Sharma
Executive Director and CEO
(Member CSR Committee)

Place: Chandigarh
Date: 14.05.2026

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long-term. The Company's philosophy on corporate governance oversees business strategies, ensures fiscal accountability, ethical corporate behavior, fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company has established procedures and systems to be fully compliant with the requirements stipulated by the Securities and Exchange Board of India under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ["SEBI (LODR) Regulations"]. The principles governing the disclosures and obligations have been implemented in a manner so as to achieve the objectives of Corporate Governance.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the winsome culture and ethos. The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act"). The Company's corporate governance philosophy has been further strengthened by the Winsome Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code").

2. THE BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive and Non-Executive Directors so as to have a balanced structure. As on 31st March 2026, the Board of Directors consists of Six Directors, out of which one is Promoter Director (Executive Chairman & Managing Director), one is Executive Director & CEO (Whole Time Director) and four are Non-Executive-Independent Directors out of them there is one woman Director. None of the Directors have any inter-se relationship among themselves. None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("hereinafter referred to as Listing Regulations") across all the companies in which they are Directors. The necessary disclosures regarding committee memberships have been made by all the Directors. The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act 2013 and rules made thereunder and meet with requirements of Listing Regulations.

During the Financial Year 2025-2026, Five Board Meetings were held. These meetings were held on 17th May, 2025, 08th August, 2025, 10th November,2025, 09th January, 2026, 07th February, 2026. As stipulated by Code of Independent Directors under Companies Act 2013 and under Listing Regulations, a Separate Meeting of Independent Directors was held on 07th February, 2026 to review the performance of Non-Independent Directors including the Chairman and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of flow of information between Management and the Board.

The names and categories of Directors on the board, their attendance at Board Meetings during the year and at the last Annual General Meeting, number of Directorships, Committee memberships/ Chairmanship held by them in other Companies are given as under:

List of Directorship held in other Listed Companies and Category of Directorship

Name of Director	Position	Category	Attendance Particulars		Directorship in Other Companies	Membership/Chairmanship of the Committees of the Board in Other Companies#		List of Directorship held in other Listed Companies and Category of Directorship
			Board Meeting	Last AGM		Membership	Chairmanship	
^Sh. Ashish Bagrodia	Chairman & MD	Promoter Executive	5	Yes	2	-	-	-
Smt. Manju Lakhanpal	Director	Independent	5	Yes	1	-	-	-
Shri Umesh Chander	Director	Independent	5	Yes	-	-	-	-

Name of Director	Position	Category	Attendance Particulars		Directorship in Other Companies	Membership/Chairmanship of the Committees of the Board in Other Companies#		List of Directorship held in other Listed Companies and Category of Directorship
			Board Meeting	Last AGM		Membership	Chairmanship	
Shri Kapil Khanna	Director	Independent	5	Yes	1	-	-	-
Shri Anil Kumar Sharma$	Executive Director & CEO	Executive	5	Yes	3*	2	2	Majestic Auto Limited (Independent Non-Executive Director)
Shri Akash Garg	Director	Independent	3	No	2	-	-	-

*: Directorship includes Private Limited Companies also.

#: The committees considered for the above purpose are Audit Committee and Stakeholders Relationship Committee.

^ : Shri Ashish Bagrodia, Chairman & Managing Director shall be liable to retire by rotation at the ensuing General Meeting, being eligible, he has offered himself for re-appointment.

$ Shri Anil Kumar Sharma, Executive Director and CEO shall be liable to retire by rotation at the ensuing General Meeting, being eligible, he has offered himself for re-appointment.

The Board has identified the following skills / expertise / competencies fundamentals for the effective functioning of the Company which are currently available with the Board:

Leadership:	Extant leadership experience for a significant enterprise resulting in a practical understanding of organization processes, strategic planning and risk management Planning succession, driving change and long term growth.
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
Strategy and Planning:	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Global Business:	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Gender, ethnic, national, or other diversity.	Representation of gender, ethnic, geographic, cultural, or other prospective that expand the Board's understanding of the need and viewpoints of our customers, partners, employees, governments and other shareholders worldwide.
Financial:	Leadership of financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting process, or experience in actively supervising a principle financial officer, principle accounting officer controller, accountant, Auditor or person performing similar function.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/ competencies of the Directors as given below. However, the absence of mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board Qualification	Area of Expertise					
Name of the Director	**Leadership**	**Governance**	**Strategy and Planning**	**Global Business**	**Gender, ethnic, national, or other diversity**	**Financial**
Sh. Ashish Bagrodia, Chairman and Managing Director	✓	✓	✓	✓	✓	✓
Smt. Manju Lakhanpal Non-Executive Independent Director	✓	✓	✓	-	✓	✓
Sh. Kapil Khanna, Non– Executive Independent Director	✓	✓	✓	-	✓	✓
Sh. Umesh Chander Sharma Non – Executive Independent Director	✓	✓	✓	-	✓	✓
Sh. Anil Kumar Sharma, Executive Director & CEO	✓	✓	✓	✓	✓	✓
Sh. Akash Garg, Non- Executive Independent Director	✓	✓	✓	-	✓	✓

3. INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information about the Company. All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information including minimum information as stipulated under Regulation 17(7) of Listing Regulations to the extent it is applicable & relevant and documents to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees for the information of Board. The Board reviews the declarations/reports made by the Management regarding compliance with applicable laws on quarterly basis as well as steps taken by the Company to rectify instances of non-compliances, if any. Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments for necessary action.

4. SUCCESSION PLAN

The Board of Directors have satisfied itself that plans are in place for orderly succession for appointment to the board and to Senior Management. The Company's Policy on succession plan is available on its website viz. www.winsometextile.com.

5. MAXIMUM DIRECTORSHIP & TENURE OF INDEPENDENT DIRECTORS

The maximum tenure of Independent Directors is in compliance with the Companies Act 2013. The Company has issued formal letters of appointment to all the Independent Directors. At the time of appointment of an independent director, it was ensured that the number of Boards on which such independent director serves is restricted to seven listed companies as an independent director and three listed companies as an independent director in case such person is serving as a whole-time (executive) director of a listed company. The terms & conditions of appointment of independent directors are available on Company's website viz. www.winsometextile.com.

6. CODE OF CONDUCT

The Company is committed to conduct its business in accordance with the pertinent laws, rules and regulations and with the highest standards of business ethics. The Company has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct is posted on Company's website viz. www.winsometextile.com. All Board members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by Executive Director and CEO of the Company to this effect is enclosed at the end of this report.

7. CODE(S) FOR PREVENTION OF INSIDER TRADING

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Code is applicable to Promoters and Promoter's Group, all Directors, KMP's and Designated Employees etc. who are expected to have access to unpublished price sensitive information relating to Company. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of Company and cautioning them about the consequences of violations. The Company Secretary is responsible for implementation of this code. During the year under review, there has been due compliance with the said code. The Company has also formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The same is also posted on Company's website viz. www.winsometextile.com.

8. CEO AND CFO CERTIFICATION

As per Regulation 17 of Listing Regulations, the Executive Director and CEO and Chief Financial Officer (CFO) of the Company have issued certificate pursuant to the provisions of Listing Regulations certifying that the financial statements and notes thereon do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is attached herewith and forms part of the Annual Report.

9. COMMITTEES OF THE BOARD

The Board of Directors have constituted various Board Committees in compliance of Companies Act as well as Listing Regulations/ Listing Agreement to deal with specific areas and activities as stipulated under the Companies Act and Listing Regulations. The Board Committees meet at regular intervals, takes necessary steps to perform its duties/functions entrusted by the Board.

(A) Audit Committee

Audit Committee functions in accordance with terms of reference as set out under Listing Regulations read with provisions of Section 177 of Companies Act, 2013 & rules made thereunder and additional responsibilities assigned to it by Board of Directors of the Company. The Committee reviews the internal audit reports and findings of internal auditors along with the comments of management. The functions of the Audit Committee inter-alia includes approving and implementing the audit procedures, effective supervision of Financial Reporting System, Whistle Blower Mechanism, approval/review of related party transactions, Internal Control and Procedures, Recommending appointment of Statutory Auditors, Cost Auditors & Secretarial Auditors to Board and also ensuring compliances with applicable regulatory guidelines etc. The maximum gap between any two meetings was less than one hundred & twenty days.

During the financial year 2025-2026, Four Audit Committee meetings were held on 17th May, 2025, 08th August, 2025, 10th November, 2025 and 07th February, 2026.

The composition, names of members, chairperson, particulars of the meetings and attendance of the members during the financial year are as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2025-2026
1	Sh. Umesh Chander Sharma, Chairman	Independent/ Non-Executive	4
2	Smt. Manju Lakhanpal, Member	Independent/ Non-Executive	4
3	Sh. Ashish Bagrodia, Member	Executive Director	4
4	Sh. Kapil Khanna, Member	Independent/ Non-Executive	4

The meetings of Audit Committee were also attended by the Executive Director and CEO, Chief Financial Officer, Statutory Auditors, Cost Auditors, Secretarial Auditors and Internal Auditors as special invitees. The Company Secretary acts as Secretary to the Audit Committee.

(B) Nomination and Remuneration Committee

The Nomination and Remuneration Committee functions in accordance with the terms of reference as set out under Listing Regulations read with provisions of Section 178 of Companies Act, 2013 & rules made thereunder. The functions of Nomination and Remuneration Committee include formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to remuneration of directors, key managerial personnel and other employees etc.

The Nomination and Remuneration Committee met two times during the financial year ended 31st March, 2026 on 08th August, 2025 and 07th February, 2026. The details of Composition, category and attendance is as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2025-2026
1	Sh. Kapil Khanna, Chairman	Independent/ Non-Executive	2
2	Smt. Manju Lakhanpal, Member	Independent/ Non-Executive	2
3	Sh. Umesh Chander Sharma, Member	Independent/ Non-Executive	2

The Company Secretary acts as Secretary to the Committee.

Remuneration Policy

The remuneration paid to Executive Director(s) of the Company is approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee & subsequently approved by shareholders in General Meeting. The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance & achievements. In accordance with the provisions of Section 178 of Companies Act 2013 and Listing Regulations, the Company has adopted Nomination & Remuneration policy for Directors, KMPs, Senior Management Personnel & other employees of the Company upon the recommendations of Nomination and Remuneration Committee. The said policy is also posted on Company's website viz. www.winsometextile.com.

i) Remuneration of Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of expenses for participation in the Board/Committee meetings. The Non-Executive Directors are entitled to sitting fees of ₹30000/- for each Board Meeting and ₹15000/- for each committee meeting of Board. The aforesaid sitting fees is within the limits prescribed under Companies Act, 2013 and rules made there under.

The details of remuneration paid during FY 2025-2026 are as hereunder:

Name of Directors	Total (₹ in Lacs)
Sh. Umesh Chander Sharma	3.00
Sh. Kapil Khanna	2.40
Smt. Manju Lakhanpal	3.00
Sh. Akash Garg	1.20

ii) Remuneration of Executive Director(s)

The details of remuneration paid to the Executive Director is as hereunder:

Name of Directors	Salary	Perquisites*	Commission	Total (₹ in Lacs)
Sh. Ashish Bagrodia	202.39	3.03	38.56	243.98
Sh. Anil Kumar Sharma	118.89	NIL	Nil	118.89

*Perquisites includes House Rent Allowance or Housing Accommodation, contribution to provident & other funds and other perks/ benefits provided by the Company.

There is no Employee Stock Option Scheme (ESOP) in the Company as on 31st March 2026. Further, there are no materially significant pecuniary relationships or transactions of Executive Directors vis-a-vis the Company which has potential conflict with the interest of the Company except managerial remuneration during the year under review.

(C) Stakeholders Relationship Committee

The Stakeholders Relationship Committee functions in accordance with the terms of reference as set out under provisions of Listing Regulations, read with provisions of Section 178 of the Companies Act, 2013 & rules made there under i.e. redressing of Shareholders/Investors complaints regarding share transfers, non-receipt of balance sheet/ dividend by the shareholders etc. During the financial year 2025-2026, four Stakeholders Relationship Committee meetings were held on 17th May, 2025, 08th August, 2025, 10th November 2025, and 07th February, 2026. The composition of Committee, Chairperson, category of members, number of the meetings and attendance thereat is as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2025-2026
1	Smt. Manju Lakhanpal, Chairman	Independent/ Non-Executive	4
2	Shri Akash Garg, Member	Independent/ Non-Executive	4
3	Sh. Anil Kumar Sharma, Member	Executive Director	4

During the financial year, all valid requests for transfer/ demat/remat of shares, change of address etc. have been duly effected. During the year, no complaints was received by the Company form its shareholders. Hence no grievance was pending at the end of the financial year. Shri Videshwar Sharma, Company Secretary is the Compliance Officer of the Company and also acts as Secretary to the Committee.

(D) Risk Management Committee

The Company is not required to have a separate Risk Management Committee in terms of SEBI (LODR) Regulations, 2015, the profile of Risk Management Committee is taken care of by Audit Committee and the Board.

(E) Corporate Social Responsibility (CSR) Committee

The Company has constituted a Corporate Social Responsibility (CSR) Committee under the provisions of Section 135 of Companies Act 2013 & rules made thereunder. The role of CSR Committee includes formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on CSR activities of the Company, reviewing the performance of Company in the areas of CSR.

During the financial year ended 31st March, 2026, the Committee met four times on 17th May, 2025, 08th August, 2025, 10th November 2025, and 07th February, 2026.

The composition of Committee, Chairperson, category of members, number of the meetings and attendance thereat is as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2025-2026
1	Shri Ashish Bagrodia, Chairman	Executive Director	4
2	Shri Anil Kumar Sharma, Member	Executive Director	4
3	Shri Umesh Chander Sharma	Independent/ Non-Executive	4

The Company Secretary act as secretary to the Committee.

10. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Year	Venue	Date	Time
2022-2023	1, Industrial Area, Baddi, Distt-Solan (H.P.)	21/09/2023	10.00 A.M.
2023-2024	1, Industrial Area, Baddi, Distt-Solan (H.P.)	13/09/2024	10.00 A.M.
2024-2025	1, Industrial Area, Baddi, Distt-Solan (H.P.)	24/09/2025	10.00 A.M.

Extra Ordinary General Meeting

Extra-ordinary General Meeting was held on 9th May, 2025.

During the last three years, two special resolutions were passed at the Annual General Meeting held on 21.09.2023, no special resolution was passed at Annual General Meeting held on 13.09.2024. Two special resolutions were passed at Annual General Meeting held on 24.09.2025 No Postal ballots were used for voting in these meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by Postal ballots.

11. CREDIT RATINGS

Company has obtained rating from CARE Ratings Limited during the year ended 31st March, 2026 details for the same is mentioned as hereunder:

Rating Agency	Rating	Outlook
CARE Ratings Limited	CARE BBB+	Stable

12. DISCLOSURES

a) Related Party Transactions

All related party transactions of the Company are dealt with in accordance with Related Party Transactions Policy of Company and as per provisions of section 188 of Companies Act 2013 & rules made there under and as per Listing Regulations. All Related Party Transactions are presented to the Audit Committee and the Board for approval by specifying the nature, value, terms and conditions of the transactions etc. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions for which omnibus approval has obtained are presented before the Audit Committee on quarterly basis for review, although all related party transactions are entered in ordinary course of business and at arm's length basis. There were no materially significant related party transactions, during the year made by the Company with its promoters, Directors or Key Managerial Personnel, their relatives etc. that may have potential conflict with the interest of the Company.

Suitable disclosures as required by the Accounting Standards are disclosed in Note 18 of Notes to Accounts in the Annual Report. As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on following weblink of Company's website: http://www.winsometextile.com/files/ pdf/68-63-file.pdf

b) Disclosure of Accounting Treatment in preparation of Financial Statements

The Company has followed all relevant Accounting Standards referred to in Section 133 of Companies Act 2013 & rules made thereunder as laid down by Institute of Chartered Accountants of India/NAFRA/MCA, while preparing Financial Statements.

c) Details of non-compliance by the listed entity, penalties, strictures imposed by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

During the year, there were no strictures or penalties imposed by either SEBI or the Stock Exchange or any Statutory Authority for non- compliance of any matter related to the capital markets.

d) Whistle Blower Policy/Vigil Mechanism

The Company has adopted Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior. This policy is reviewed quarterly by the Audit Committee to check the effectiveness of the policy & related matters. No personnel have been denied access to the Audit Committee. The relevant details of Whistle Blower Policy are given under the Director's Report and same is available on Company's website viz. www.winsometextile.com.

e) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all applicable mandatory requirements. The Company has not adopted non-mandatory requirements except separate post of Chairman of Company and Chief Executive Officer.

f) Commodity Price Risks or Foreign Exchange Risk and Commodity Hedging Activities

a) Total estimated exposure of the Company to Commodities price risk in ₹ 33178.29 Lacs

b) Exposure of the Company to various commodities:

Commodity Name	Exposure D towards the particular commodity	Exposure in Quantity (Kgs) terms towards the particular Commodity	% of such exposure hedged through commodity derivatives				
			Domestic Market		International Market		Total
			OTC	Exchange	OTC	Exchange	
Raw Material	20519.00	12939193.98	NIL	NIL	NA	NA	NIL
Work In Progress	6080.25	2228023.75	NIL	NIL	NA	NA	NIL
Finished Goods	6579.04	2048186.62	NIL	NIL	NA	NA	NIL

c) Commodities risks faced by the Company during the year and how it has been managed:

The commodities risk faced by the company is the risk around price movement in raw cotton and its finished products. Any adverse movement in commodities prices may affect the margin. Similarly any favorable movement in prices can also allow margins to rise.

g) Subsidiary Company

During the year ended 31st March, 2026, neither the Company has any subsidiary nor any material listed/ unlisted subsidiary company.

h) Independent Director's Declarations

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

i) Disclosures by Senior Management & Key Managerial Personnel

Senior Management and Key Managerial Personnel have made disclosure to the effect confirming that there were no financial or commercial transactions in which they or their relatives had any potential conflict of interest with the Company. Further no employee including key managerial personnel or director or promoter of Company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of Company.

j) Unclaimed Equity Shares

During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF Authority. Although, the unclaimed dividend and shares already transferred to the IEPF Authority by the Company in the previous year can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.

k) The Company has complied and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of Listing Regulations (relating to disclosure on the website of the Company).

l) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable.

m) A certificate from a Company Secretary in practice 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 Board/ Ministry of Corporate Affairs or any such statutory authority.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

n) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year: - Not Applicable

o) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Note 14 to the Standalone Financial Statements.

p) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Under Company's policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, status of complaints received at beginning of financial year was Nil, Number of complaints disposed of during the financial year was Nil. Therefore no complaint was pending at the end of financial year.

13. ANNUAL PERFORMANCE EVALUATION

During the year, Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of

the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The Annual Performance evaluation of Non-Independent directors including the Chairman was carried out by Independent Directors in their separate meeting. The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees. The necessary details regarding criteria of performance evaluation is mentioned under Director's Report. The Performance Evaluation Policy of Board of Directors is available on Company's website viz. www.winsometextile.com.

14. INDUCTION AND FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

On appointment, a Letter of Appointment is issued to the Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Independent Director on being inducted on the Board, is familiarized by way of programme with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, interaction with the senior management which in turn will help them to understand business model of Company, its process, products etc. It also includes visit to different plants, as & when required, to provide them thorough insight in to business operations. The Company follow such approach for familiarization not only for Independent Directors but any new appointee on the Board, whenever required. To enhance their knowledge and skills, Directors are regularly updated about recent changes/ developments in laws, policies, regulations etc. The details of familiarization programmes are available on following weblink of Company's website: http://www.winsometextile.com/details-of-familiarisation-programme-of-directors.

15. BOARD DIVERSITY POLICY

The Board Diversity Policy of the Company requires the Company's Board to comprise of set of accomplished individuals, ideally representing a wide cross-section of industries, professions, backgrounds, occupations and functions and possessing a blend of skills, domain and functional knowledge, experience, educational qualifications, both individually and collectively. The said policy is available on Company's website viz. www.winsometextile.com.

15A. SENIOR MANAGEMENT

The names of Senior Management Personnel are as under:

S. No.	NAME	DESIGNATION
1	Sh. Ashish Bagrodia	Chairman and Managing Director
2	Sh. Anil Kumar Sharma	Executive Director & Chief Executive Officer
3	Sh. Alok Mishra	Senior Vice President (Export)
4	Sh. J.K. Sharma	Senior Vice President (Production)
5	Sh. S.V. Dutt	Senior Vice President (Raw Materials)
6	Sh. Vipin Bathla	Senior Vice President (Marketing)
7	Sh. Sanjay Kumar Kedia	Senior Vice President (Finance- CFO)
8	Sh. Amit Yadav	Astt. Vice President (Dye House)
9	Sh. Raj Kumar Sharma	Senior General Manager (IT)
10	Sh. Charan Kamal Singh	Senior General Manager (HR)
11	Sh. Ajay Kumar	Senior Manager (Internal Audit)
12	Sh. Videshwar Sharma	Company Secretary & Compliance Officer

15B. Disclosure of Certain Types of Agreements Binding Listing Entities

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements Regulations) (Second Amendment) Regulations, 2023 : Not Applicable

16. DETAILS FOR UNCLAIMED SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

As per Listing Regulations, the details of "Winsome Textile Industries Limited - Unclaimed Suspense Account" are as under:

Outstanding at the beginning of the year i.e. April 1, 2025		No. of shareholders claimed during the year	No. of shareholders claim transferred during the year	Outstanding at the end of the year i.e. March 31, 2026	
No. of Shareholders	No. of Shares			No. of Shareholders	No. of Shares
6	400	NIL	NIL	6	400

The voting rights in respect of above shares shall remain frozen till the rightful owner of such shares claims the shares

17. MEANS OF COMMUNICATIONS

The quarterly, half yearly & annual financial results, notices etc. are published in widely circulating national & local dailies newspaper Financial Express and Jansatta (in English and Hindi) editions. The same can also be accessed on the website of BSE Limited at www.bseindia.com, as uploaded by company through listing center under Scrip Code '514470'. Furthermore, the same can also be accessed at Company's website i.e. www.winsometextile.com. The Management Discussion and Analysis report forms part of this Annual Report.

18. GENERAL SHAREHOLDER INFORMATIONS

Annual General Meeting at 11.00 A.M. on 28th September, 2026 at Registered Office of Company: 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh.

Financial Calendar : 01st April to 31st March

Date of Book Closure : 21.09.2026 to 28.09.2026 (both days inclusive)

Dividend Payment Date : N.A.

Listing on Stock Exchange : BSE Limited

Scrip Code : 514470

Demat ISIN Number in NSDL & CDSL : INE837B01031

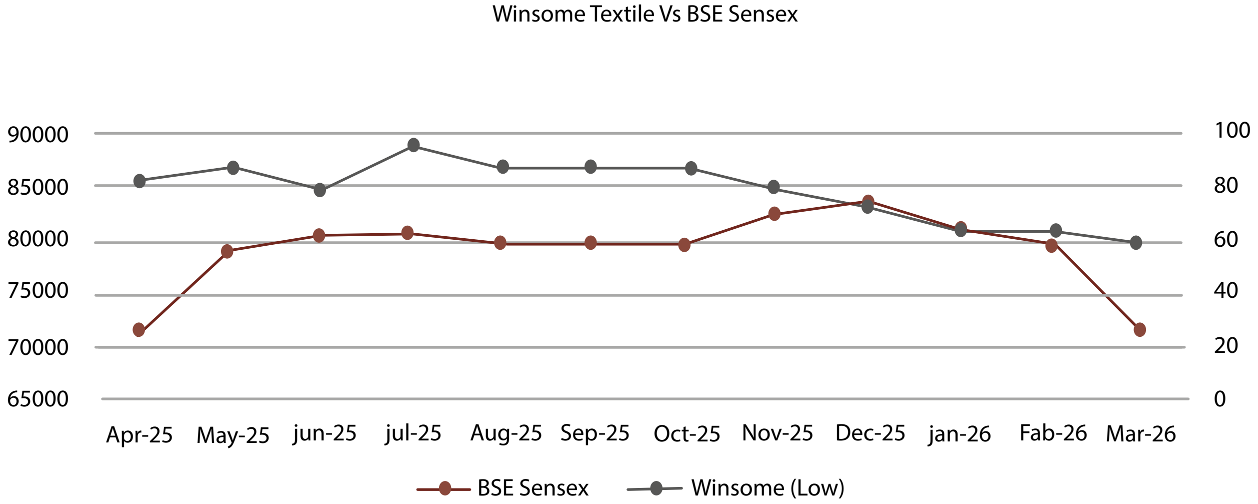
Corporate Identity Number (CIN) : L17115HP1980PLC005647

Annual listing fee for the year 2026-2027 has duly been paid to BSE Limited. Listing fee to Calcutta Stock Exchange has not been paid as the Company had applied to this stock exchange on 11.12.2003 for voluntary delisting of shares as per the approval of shareholders and till date no objection has even been raised by the Calcutta Stock Exchange in this regard. The Company has also paid the Annual Custodial Fee to NSDL & CDSL for the year 2026-2027.

19. Market Price Data – High and Low during each month on BSE in F.Y. 2025-2026. Stock code - 514470 (Source: www.bseindia.com)

Months	High	Low	Volume (No. of Shares)
April, 2025	99	83.1	247164
May, 2025	101	87.9	269895
June, 2025	105.76	80	1878200
July, 2025	122.45	94.05	865354
August, 2025	109.8	88.15	256673
September, 2025	97.4	89.15	701089
October, 2025	96.5	87.3	114885
November, 2025	92.99	81.11	582780
December, 2025	85.7	74.99	209017
January, 2026	80.9	64.13	545639
February, 2026	87.9	64	344056
March, 2026	74.56	60	842272

20. Performance in Comparison to Broad Based Indices



The above chart is based on lowest price

21. Registrar and Share Transfer Agent Savitri

: MUFG Intime India Private Limited, Noble Heights, 1st Floor, LCS Near Savitri Market, Janakpuri, New Delhi – 110058, Tele. No. 011-49411000, Fax No. 011- 41410591, E-mail : delhi@linkintime.co.in, sunil.mishra@linkintime.co.in

Share Transfer System : In terms of regulation 40(1) of SEBI (Listing Regulations as amended, securities can be transferred only in dematerialized form w.e.f. 01st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories/ RTA with no involvement of the Company.

Compliance Officer : Shri Videshwar Sharma

E-mail ID's : cswtil@winsometextile.com
secretarial@winsometextile.com

22. Distribution of shareholding as on 31st March, 2026:

Range of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
001-500	5350	87.33	503256	2.53
501-1000	347	5.66	283828	1.43
1001-2000	175	2.86	264782	1.34
2001-3000	64	1.05	162024	0.82
3001-4000	35	0.57	125691	0.64
4001-5000	24	0.39	111898	0.56
5001-10000	48	0.78	343877	1.74
10001 Above	83	1.36	18024644	90.94
Total	6126	100.00	19820000	100.00

23. Shareholding Pattern as on 31st March, 2026:

Category	No. of shares	Percentage
Promoters/Promoter Group	11670401	58.88
FII's/ FIC's Banks	3137213	15.83
Bodies Corporates	1346145	6.79
Indian Public	2913946	14.70
HUF	668209	3.37
IEPF	27484	0.14
NRIs, Clearing Members, Unclaimed Suspense Account & Trust	56602	0.29
Total	19820000	100.00

24. Details of shareholding of Directors in the Company as on 31st March, 2026:

Name of Director	No. of shares held
Sh. Ashish Bagrodia	49220
Smt. Manju Lakhanpal	-
Sh. Anil Kumar Sharma	50
Sh. Umesh Chander Sharma	-
Sh. Kapil Khanna	-
Sh. Akash Garg	-

25. Dematerialization of shares and liquidity : 99.95% of the shares issued by the Company have been dematerialized upto 31st March, 2026. The Equity Shares of the Company are actively traded on BSE Limited under scrip code 514470

Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity shares Plant(s) Locatio : N.A.

:

:

: Plot No. 1, Industrial Area, Baddi
Distt. - Solan, Himachal Pradesh -173205 Village Kaundi, Baddi
Distt. - Solan, Himachal Pradesh -173205 Village Lunta, Post Office, Khanyara Tehsil
Dharamshala, Distt.- Kangra Himachal Pradesh -176218

Address for correspondence : Videshwar Sharma
Company Secretary & Compliance Officer
Winsome Textile Industries Limited
SCO 191-192, Sector 34-A
Chandigarh-160022 (U.T.)
Ph. No. 0172-4612000, 4613000
Fax No. 0172-4646760

E-mail ID's : cswtil@winsometextile.com
secretarial@winsometextile.com

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 07.08.2026

Declaration on Code of Conduct

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is hereby declared that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March 2026.

sd/-
Anil Kumar Sharma
Executive Director and CEO

Place: Chandigarh
Date : 07.08.2026

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 of
Winsome Textile Industries Limited,
(CIN: L17115HP1980PLC005647)
Regd. Office: 1, Industrial Area, Baddi, Distt Solan,
H.P. -173205.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Winsome Textile Industries Limited having CIN: L17115HP1980PLC005647 and having registered office at 1, Industrial Area, Baddi, Distt Solan, H.P.-173205 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & 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 Director	DIN	Date of appointment in Company
1	Ashish Bagrodia	00047021	01/10/1996
2	Akash Garg	00935571	13/02/2025
3	Kapil Khanna	03301085	29/03/2022
4	Anil Kumar Sharma	01157106	13/02/2020
5	Manju Lakhanpal	07130592	01/04/2020
6	Umesh Chander Sharma	09548942	29/03/2022

My responsibility is to express an opinion on these based on my verification. Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. 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.

sd/-
Ramesh Bhatia
Practicing Company Secretary
Membership No: FCS2483
CP No: 1917
PR NO: 896

Place: Chandigarh
Date: May 14, 2026
UDIN No: F002483H000355682

CEO AND CFO CERTIFICATION

To
The members
Winsome Textile Industries Ltd.

(a) We have reviewed the financial statements and the cash flow statement of Winsome Textile Industries Ltd. for the year ended 31st March, 2026 and to the best of our knowledge and belief, we state that:

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

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

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

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

(d) We have indicated to the Auditors and the Audit Committee:

(i) significant changes, if any, in internal control over financial reporting during the year;

(ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the Financial Statements; and

(iii) that there are no instances of significant fraud of which we have become aware.

	sd/-	sd/-
	Anil Kumar Sharma	**Sanjay Kumar Kedia**
Place: Chandigarh	Executive Director and CEO	Chief Financial Officer
Date: 14.05.2026		

CERTIFICATE OF PRACTICING COMPANY SECRETARY ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER REGULATION E OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.

To,
The Members of
Winsome Textile Industries Limited,
(CIN: L17115HP1980PLC005647)
Regd. Office: 1, Industrial Area, Baddi, Distt Solan,
H.P. -173205.

I have examined all the relevant records of Winsome Textile Industries Limited, Baddi (H.P.) for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the financial year ended 31st March, 2026. We have obtained all the information and explanations which to the best of my knowledge and belief are necessary for the purpose of this certificate.

The compliance of conditions of Corporate Governance is the responsibility of the management. My, examination was limited to the review of procedures and implementation thereof, as adopted by the company for ensuring compliance with the conditions of Corporate Governance.

This certificate is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

In my opinion and to the best of our information and according to the explanations given to me, and the information given by the management, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned regulations.

As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has complied with items C, D, E and F.

sd/-
Ramesh Bhatia
Practicing Company Secretary
Membership No:
FCS2483
CP No: 1917
PR NO: 896
UDIN No: F002483H000355770

Place : Chandigarh
Date : 14th May, 2026

Financial Statements

Independent Auditor's Report

TO THE MEMBERS OF **WINSOME TEXTILE INDUSTRIES LIMITED**

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of M/s Winsome Textile Industries Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow for the year on that date, 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, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs (financial position) of the Company as at March 31, 2026, and its Profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Inventories (refer note 4.1 to the financial statements)

Key Audit Matter	How the matter was addressed in our audit
Inventories held by the Company comprising of Raw Material, Work-in-Progress, Finished Goods and Others represents 37.57% of the Company's total assets. Under Ind AS, the Company is required to measure inventory at lower of Cost or Net Realizable Value (NRV). However, the raw material and work-in progress is not written down below cost when finished goods are expected to be sold at or above cost. Assessing NRV Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The assessment and application of write-down of inventory to NRV are subject to significant judgement by Company.	**Our audit procedures included:** • Through discussions with management, we understood the Company's basis of estimated selling price for the goods; • Evaluating the design & testing controls related to Company's review of key estimates, including estimated future selling prices and estimated cost of completion for work-in-progress inventory.

Key Audit Matter	How the matter was addressed in our audit
Considering the company's present situation, significant judgements made by the company in light of future market & economic conditions for determination of NRV and considering materiality in context of total assets of the Company, we have considered the valuation of inventory to be the key audit matter.	
Recognition and Recoverability of Insurance Claim Receivable for Inventory Losses at Manufacturing Unit-I, Baddi, Himachal Pradesh (refer note 23 & 9.1 to the financial statements A fire incident occurred on 14th February, 2026 at the Company's manufacturing Unit-I located at Baddi, Himachal Pradesh. The Company has adjusted its raw material consumption and recognized a corresponding insurance claim receivable of ₹316 Lakhs, representing strictly the cost of the damaged Raw Materials, net of salvage value. As of March 31, 2026, the official assessment report from the insurance company's surveyor remains under process, and no interim payments have been received by the Company. We identified this as a Key Audit Matter under Ind AS due to: • **Strict 'Virtual Certainty' Threshold:** Under Ind AS 37, a reimbursement asset cannot be recognized unless recovery is virtually certain. Testing this threshold without an issued surveyor's report or interim cash receipt requires high auditor judgment. • **Impact on Operating Metrics:** Routing the inventory loss and matching insurance credit through Cost of Materials Consumed directly alters the Company's gross margin presentation, requiring verification of exact net-off entries. • **Unbooked Property Loss:** physical damage was also caused to building structures and plant machinery. Management has excluded these from receivables due to pending assessments, necessitating careful valuation of contingent asset disclosures.	Our audit procedures regarding the recognition, valuation, and recoverability of this insurance claim receivable included the following: • **Control Testing:** We evaluated the design and operational effectiveness of internal controls over the monitoring, computation, and recording of insurance claims. • **Incident and Loss Validation:** We inspected the First Information Report (FIR), fire station logs, and internal safety incident reports to verify the occurrence, date 14 February, 2026, spatial boundary of the fire at Company's manufacturing Unit-I, Baddi and the official claim form submitted to the insurance company. • **Inventory Consumption Testing:** We verified that the damaged Raw Materials were completely written off from physical stocks. We tested the valuation by tracing the items to recent purchase invoices and standard cost ledgers, verifying the deduction of the estimated salvage value. • **Financial Presentation Audit:** We verified the mathematical accuracy of the adjustment within Note no. 9.1 to ensure that the gross consumption figures and the offsetting insurance credit are transparently isolated. • **Policy & Coverage Evaluation:** We evaluated the underlying insurance contract to verify policy validity, specific coverage limits for Baddi Unit 1 stocks, and the applicability of standard deductibles. • **Surveyor Communication Audit:** We directly reviewed all written correspondence, information logs, and data requests exchanged between management and the insurance surveyor up to the date of our report to monitor processing friction. • **Management Inquiry:** We evaluated management's justification for the "virtual certainty" of the raw material cost recovery, considering the insurer's initial acknowledgement of the claim. • **Ind AS Compliance Check:** We verified the adequacy of disclosures in Note 23 regarding the estimation uncertainty and the classification of unbooked claims as contingent assets under Ind AS 37.

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 Annual Report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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 Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

We also provide 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

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

(A) As required by Section 143 (3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from one branch not visited by us;

c. The management certified financial statement of Company's foreign branch has been incorporated in these financial statements. As informed to us, there is no mandatory requirement of audit of accounts of such foreign branch in accordance with the laws of the country of foreign branch and our opinion on the financial statements, in so far as it relates to the amounts and disclosures included in respect of the said branch and our report in terms of sub-sections (8) of Section 143 of the Act, in so far as it relates to the said branch is based solely on the reports of the management (refer note no. 33 to the notes of accounts).

Our opinion on the financial statements is not modified in respect of the above matters with respect to our reliance on the work done.

d. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and returns;

e. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

f. On the basis of the written representations received from the directors as on 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has, to the extent ascertainable, disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 12 to the financial statements;

ii. the Company does not have any material foreseeable losses on long term contracts including derivative contracts which would impact its financial position;

iii. there has been no delay in transferring amounts, 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, as disclosed in Note 32(g) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person 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 provide 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, as disclosed in Note 32(h) to the financial statements, 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 persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. The Company has not declared or paid any dividend during the year.

vi. Based on our examination which included test checks, the company has used accounting software(s) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

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

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

For B. CHHAWCHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Place: Chandigarh
Date: 14th May, 2026

Annexure - A to the Auditors' Report

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best to our knowledge and belief, we report that:

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

(B) The Company is maintaining proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us, the property, plant and equipment have been physically verified by the management according to the programme of periodical verification in phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

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

(ii) (a) According to the information and explanations given to us, the management has conducted physical verification of inventory at various intervals during the year using such procedures which, in our opinion, is reasonable and appropriate having regard to the size of the company and nature of its business. No material discrepancies were noticed on such verification.

(b) The company has been sanctioned working capital limits in excess of five crore rupees from banks on the basis of security of current assets and according to the information and explanations given to us, the quarterly returns or statements filed by the company with such banks are generally in with the books of accounts of the Company and no material deviation has been observed.

(iii) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security or granted any secured/unsecured loans to companies, firms, Limited Liability Partnerships or other parties during the year, except loans given to the employees in the ordinary course of the business of the company in accordance with its employee policies.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities made by the company, if any.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

(vi) As certified by a Cost Accountant, the company has maintained cost records for the year under review, as prescribed under sub-section (1) of Section 148 of the Companies Act, 2013 to the extent applicable to the company. We have, however, not made a detailed examination of such records.

(vii) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, duty of customs, Cess and other statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income-tax, Goods and Service Tax, duty of customs and cess, as applicable, which have not been deposited on account of any dispute, except the following:

Name of Statute	Nature of Dues	Period	Amount unpaid (In Lacs ₹)	Forum where dispute is pending
HP Entry Tax Act	Entry Tax	F.Y. 2010-11 to 2017-18	452.02	The High Court of Himachal Pradesh
HPPGT Act	Additional Goods Tax (AGT)	F.Y. 2025-26	54.32	The High Court of Himachal Pradesh

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no such transactions which were not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to a bank, financial institution or Government.

(b) According to the information and explanations given to us, the company has not been declared a wilful defaulter by any bank or financial institution or any other lender.

(c) On the basis of the examination of the books of accounts of the Company and according to information and explanations given to us, in our opinion, the term loans have been applied for the purpose for which such loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been utilised for long term purposes.

(e) The company does not have any subsidiary, associate or joint venture and hence reporting on clause 3(ix)(e) of the Order is not applicable.

(f) The company does not have any subsidiary, associate or joint venture and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) In our opinion and according to the information and explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year under review.

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year under review.

(xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company have been noticed or reported during the year under review.

(b) No report has been filed by us under sub-section (12) of section 143 of the Companies Act, 2013.

(c) According to the information and explanations given to us, no whistle-bower complaints have been received during the year by the company.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting on clauses 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) According to the information and explanations given to us, the company has an internal audit system, which in our opinion, is commensurate with the size of the company and the nature of its business.

(b) The reports of the Internal Auditors for the year under audit provided to us by the management were considered by us.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them.

(xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) According to the information and explanations given to us and on the basis of the examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities.

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

(d) According to the information and explanations given to us, the Group does not have more than one CIC as part of the Group.

(xvii) On an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year under review and in the immediately preceding financial year.

(xviii) There has not been any resignation of the statutory auditors during the year and hence reporting on clause 3(xviii) of the Order is not applicable.

(xix) On the basis of overall examination of the financial ratios disclosed in Note 31 to the financial statements, ageing and expected dates of realisation 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 according to the information and explanations given to us, in our opinion, prima facie, no material uncertainty exists as on the date of the audit report regarding the company's capability to meet its liabilities existing as on the date of the balance sheet, as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to information and explanations given to us, there is no unspent amount towards company's Corporate Social Responsibility obligations in terms of Section 135 of the Companies Act, 2013 and hence, reporting on clauses 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

(xxi) The company is not required to prepare consolidated financial statements and hence, reporting on clause 3(xxi) of the Order is not applicable

For B. CHHAWCHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Place: Chandigarh
Date: 14th May, 2026

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Winsome Textile Industries Limited ("the Company") as of 31 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 Companies Act, 2013.

Auditors' Responsibility

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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, 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 31 March 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 B. CHHAWCHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Place: Chandigarh
Date: 14th May, 2026

Balance Sheet as at 31st March, 2026

(Rs in lacs)

Particulars	Notes	As at 31st March, 2026	As at 31st March, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	33,631.35	31,753.69
Capital work-in-progress	3.2	1,489.86	135.66
Intangible Assets	3.3	1.75	2.17
Financial assets	3.4		
- Investments	3.4.1	13.49	11.96
Other non -Current Assets	3.5	301.75	458.66
		35,438.20	**32,362.14**
Current assets			
Inventories	4.1	34,659.38	31,764.63
Financial assets	4.2		
- Investments	4.2.1	-	219.99
- Trade receivables	4.2.2	14,407.33	12,195.66
- Cash and cash equivalents	4.2.3	321.39	40.32
- Bank Balances other than Cash and Cash	4.2.4	2,765.57	2,556.68
Equivalents			
- Loans	4.2.5	26.33	29.64
- Other financial assets	4.2.6	15.85	9.79
Other current assets	4.3	4,613.31	4,191.76
		56,809.16	**51,008.47**
Total Assets		**92,247.36**	**83,370.61**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	5.1	1,982.00	1,982.00
Other Equity	5.2	31,088.86	28,336.76
		33,070.86	**30,318.76**
LIABILITIES			
Non-current liabilities			
Financial liabilities	6.1		
- Borrowings	6.1.1	8,837.94	7,846.73
Non - Current Provisions	6.2	209.83	364.25
Deferred tax liabilities (Net)	6.3	3,877.59	3,513.99
Other non-current liabilities	6.4	357.76	397.91
		13,283.12	**12,122.88**
Current liabilities			
Financial liabilities	7.1		
- Borrowings	7.1.1	19,491.45	17,483.60
- Trade payables	7.1.2		
(a) Dues of micro & small enterprises		24.53	47.65
(b) Dues of creditors other than micro & small enterprises		21,328.65	18,940.67
- Other financial liabilities	7.1.3	3,642.87	2,904.94
Other current liabilities	7.2	1,102.29	1,004.98
Current Provisions	7.3	303.59	547.13
		45,893.38	**40,928.97**
Total Equity and Liabilities		**92,247.36**	**83,370.61**
Corporate Information & Significant Accounting Policies	1 & 2		
Accompanying notes to the financial statements	3 to 35		

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
DIN -00047021

Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
DIN -01157106

Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 14th May, 2026

Videshwar Sharma
(Company Secretary)

Statement of Profit & Loss for the year ended 31st March, 2026

(₹ in lacs)

Particulars	Notes	2025-2026	2024-2025
Revenue from Operations	8.1	89,574.77	86,523.34
Other Income	8.2	227.82	292.76
Total Income		**89,802.59**	**86,816.10**
Expenses			
Cost of Material Consumed	9.1	53,622.93	54,706.35
Purchase of Stock in trade	9.2	-	1.27
Changes in Inventories	9.3	310.95	(1479.73)
Employee Benefits Expenses	9.4	8,686.53	8,150.81
Finance Costs	9.5	4,825.79	4,644.69
Depreciation & Amortization Expenses	9.6	2,271.57	2,233.94
Other Expenses	9.7	16,467.40	15,048.03
Total Expenses		**86,185.17**	**83,305.36**
Profit before tax		**3,617.42**	**3,510.74**
Tax Expense:	10		
Current Tax		625.99	665.12
Deferred Tax		332.33	38.73
		958.32	**703.85**
Profit for the year		**2,659.10**	**2,806.89**
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
- Changes in fair value of Equity Instruments		0.97	11.58
- Tax Expense relating to above		(0.24)	(2.91)
- Remeasurement of net defined benefit liabilities		123.30	(3.88)
- Tax Expense relating to above items		(31.03)	0.98
B) Items that will be reclassified to profit or loss		-	-
Other comprehensive income for the year		**93.00**	**5.77**
Total comprehensive income for the year		**2,752.10**	**2,812.66**
Earnings per equity share			
Basic & Diluted	19	13.89	14.19

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
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Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
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Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 14th May, 2026

Videshwar Sharma
(Company Secretary)

Cash Flow Statement for the year ended 31st March, 2026

(₹ in lacs)

Particulars	2025-2026	2024-2025
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(loss) before tax and extraordinary items	3,617.42	3,510.74
Adjusted for :		
Depreciation	2,271.57	2,233.94
Provision for Doubtful Debts	5.52	7.48
Interest Paid	4,825.79	4,644.69
Loss on disposal of property, plant & equipment (Net)	(5.85)	6.61
Dividend Income	(0.62)	(0.62)
Interest income	(178.34)	(247.69)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**10,535.49**	**10,155.15**
Adjusted for :		
Trade and other receivables	(2,870.01)	(64.81)
Inventories	(2,894.75)	(396.66)
Trade Payables and advances from customers	3,125.10	(204.37)
CASH GENERATED FROM OPERATIONS	**7,895.83**	**9,489.31**
Direct Taxes paid / adjusted	(865.80)	(460.01)
Cash flow before extra ordinary items	7,030.03	9,029.30
Extra Ordinary items	-	-
Net cash from Operating activities (A)	**7,030.03**	**9,029.30**
CASH FLOW FROM INVESTING ACTIVITIES :		
Net Changes in Property, Plant & Equipment	(5,546.41)	(1,060.29)
Sale of Property, Plant & Equipment	49.25	149.49
Capital Advances	176.54	(258.85)
Dividend Income	0.62	0.62
Interest Income	178.34	247.69
Net Changes in Investments	219.43	(210.00)
Net Cash from investing activities (B)	**(4,922.23)**	**(1,131.34)**
CASH FLOW FROM FINANCING ACTIVITIES :		
Interest paid	(4,825.79)	(4,644.69)
Net Proceeds/(Repayment) of Long Term Borrowings	(131.58)	(3,732.39)
Net Proceeds/(Repayment) from Short term Borrowings	3,130.64	459.47
Net Cash from Financing activities (C)	**(1,826.73)**	**(7,917.61)**
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+ B+ C)	**281.07**	**(19.65)**
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**40.32**	**59.97**
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**321.39**	**40.32**
01. Proceeds from long term and other borrowings are shown net of repayment.		
02. Cash and Cash equivalents represent cash and bank balances only.		

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
DIN -00047021

Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
DIN -01157106

Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 14th May, 2026

Videshwar Sharma
(Company Secretary)

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

EQUITY SHARE CAPITAL

(₹ in lacs)

Particulars	Notes	As at 31st March, 2025	Changes during 2025-2026	As at 31st March, 2026
1,98,20,000 Equity shares of ₹10/- each fully paid up	5.1	1982.00	-	1982.00
		1982.00	**-**	**1982.00**

Other Equity

Particulars	Notes	Capital Reserve	Securities Premium	Reserves and Surplus Retained Earnings		Equity Investment Reserve {upon fair value through other comprehensive income)	Total
	5.2			General Reserve	Surplus in the statement of Profit and Loss		
Balance as at 01.04.2024		**46.68**	**5,131.46**	**15,000.00**	**5,340.46**	**5.50**	**25,524.10**
Profit for the year after tax		-	-	-	2,806.89	-	2,806.89
Other comprehensive income for the year		-	-	-	(2.90)	8.67	5.77
Total comprehensive income for the year		-	-	-	2,803.99	8.67	2,812.66
Transfer to General Reserve		(46.68)	-	2,000.00	(1,953.32)	-	-
Balance as at 31.03.2025		**-**	**5,131.46**	**17,000.00**	**6,191.13**	**14.17**	**28,336.76**
Balance as at 01.04.2025		**-**	**5,131.46**	**17,000.00**	**6,191.13**	**14.17**	**28,336.76**
Profit for the year after tax		-	-	-	2,659.10	-	2,659.10
Other comprehensive income for the year		-	-	-	92.27	0.73	93.00
Total comprehensive income for the year		-	-	-	2,751.37	0.73	2,752.10
Transfer to Profit & Loss Account		-	-	-	7.06	(7.06)	-
Transfer to General Reserve		-	-	2,000.00	(2,000.00)	-	-
Balance as at 31.03.2026		**-**	**5,131.46**	**19,000.00**	**6,949.56**	**7.84**	**31,088.86**

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
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Partner
Membership No: 529082

Place: Chandigarh
Date: 14th May, 2026

Videshwar Sharma
(Company Secretary)

Notes to the Financial Statements

(₹ in lacs)

1. CORPORATE INFORMATION

Winsome Textile Industries Limited ("the Company") is a public limited company domiciled and incorporated under the provisions of the Companies Act, 1956 on 18th September, 1980 in India and its shares are publicly traded on the Bombay Stock Exchange ("BSE"), India. The Registered Office of the company is situated at 1 Industrial Area, Baddi, Solan, Himachal Pradesh – 173205 India and the Corporate office is situated at SCO # 191 - 192, Sector # 34-A, Chandigarh, 160022.

The principal business activity of the company is manufacturing of Cotton Yarn, Cotton Melange, Cotton Blended Dyed Yarn/Fibre, Yarn made of natural and manmade fibre and other fibres, Knitted Fabric and Power generation in Textile Sector.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 14th May, 2026.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation of financial Statements

The financial statements of the Company have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

These financial statements for the year ended 31st March 2026 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees ("INR" or "₹") and all amounts are rounded to the nearest lacs, except as stated otherwise.

2.2 Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions effect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note 2.23. Accounting estimates could change from period to period. Actual results may differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- o Expected to be realised or intended to be sold or consumed in normal operating cycle
- o Held primarily for the purpose of trading
- o Expected to be realised within twelve months after the reporting period, or
- o Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- o It is expected to be settled in normal operating cycle
- o It is held primarily for the purpose of trading
- o It is due to be settled within twelve months after the reporting period, or
- o There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.4 Property, Plant and Equipment

The Company had applied one-time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under IND AS and hence regarded thereafter as historical cost.

Leased hold Land is carried at cost less reduction in proportionate annual Lease Rental.

Notes to the Financial Statements

(₹ in lacs)

Freehold land and Capital Work in progress is carried at cost. All other items of Property, plant and equipment are stated at cost, less accumulated depreciation. The Cost of an item of Property, Plant and Equipment comprises of:

(a) its purchase price including freight, duties, and non-refundable purchase taxes after deducting trade discounts and rebates;

(b) any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use; and

(c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation on addition/sale is provided on Pro-rata basis with reference to the month of addition/sale. The useful lives estimated for the major classes of property, plant and equipment are as follows:

Class of property, plant and equipment	Useful life (in years)
Buildings	3-60
Plant & Machinery	3–25
Furniture & Fixtures	5-10
Vehicles	8-10
R&D Assets	5-25
Equipments and facilities	3-5
Computer & Networks	3-6

The useful lives have been determined based on technical evaluation done by the management's experts, which in few cases are different than the lives as specified by Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset except in case of plant & machinery where the residual values are not more than 10% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

2.5 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

On transition to Ind AS, the company had elected to continue with the carrying value of all its intangible assets recognised as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised on a straight-line method over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period and adjusted, if appropriate. The useful economic lives estimated for various classes of intangible assets are as follows:

Class of intangible assets	Useful life (in years)
Software	6

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually.

2.6 Inventories

Inventories are valued at cost or net realizable value, whichever is lower except waste which is valued at net realisable value. The cost in respect of the various items of inventory is computed as under:

Raw Materials - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. However, materials and other items held for use in the production of inventories are not written down below cost if the finished product in which they will be incorporated are expected to be sold at or above cost.

Notes to the Financial Statements

(₹ in lacs)

Stores and Spares - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Work-in-Progress - At raw material cost plus conversion costs depending upon the stage of completion and other related overhead costs.

Finished Goods - At raw material cost plus conversion costs, packing cost and other overheads incurred to bring the goods to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2. 7 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 period of twelve months or less from the balance sheet date, which are subject to an insignificant risk of changes in value and is freely available for the company. Bank overdrafts are shown under borrowings in the balance sheet.

Earmarked bank balances and/or short-term deposits which are lien marked against borrowings are shown under the head "Bank balances other than Cash and Cash Equivalent".

2.8 Financial instruments

A. Financial Instruments - Initial recognition and measurement

Financial assets and financial liabilities are recognised in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. The company determines the classification of its financial assets and liabilities at initial recognition. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

B.1. Financial assets –Subsequent measurement

The Subsequent measurement of financial assets depends on their classification which is as follows:

a. Financial assets at fair value through profit or loss

Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.

b. Financial assets measured at amortised cost

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

c. Financial assets at fair value through OCI

All equity investments, except investments in subsidiaries, joint ventures and associates, falling within the scope of Ind AS 109, are measured at fair value through Other Comprehensive Income (OCI). The company makes an irrevocable election on an instrument-by-instrument basis to present in other comprehensive income subsequent changes in the fair value. The classification is made on initial recognition and is irrevocable.

If the company decides to designate an equity instrument at fair value through OCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

B.2. Financial assets –De-recognition

The company derecognises a financial asset when the contractual rights to the cash flows from the assets expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

Upon de-recognition of equity instruments designated at fair value through OCI, the associated fair value changes of that equity instrument are transferred from OCI to Retained Earnings.

C.1. Financial liabilities –Subsequent measurement

The Subsequent measurement of financial liabilities depends on their classification which is as follows:

a. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading, if any.

Notes to the Financial Statements

(₹ in lacs)

b. Financial liabilities measured at amortised cost

Interest bearing loans and borrowings of the company are subsequently measured at amortised cost using the effective interest rate method (EIR). Amortised cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are integral part of the EIR. The EIR amortised is included in finance costs in the statement of profit and loss.

C.2. Financial liabilities –De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or expires.

D Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

E. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in Exchange Rate Variation Gain. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

F. Fair value measurement

The company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the assets or liability or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company.

The company uses valuation technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.9 Government Grants

The government grants are recognized only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received. Government grants related to assets are treated as deferred income and are recognized in the statement of profit and loss on a systematic and rational basis over the useful life of the asset.

Government grants related to revenue are recognized on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

2.10 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

Non-current assets classified as held for sale and their related liabilities are presented separately in the balance sheet. Non-current assets are not depreciated or amortised while they are classified as held for sale.

2.11 Provisions, Contingent Liabilities and Contingent Assets

A provision shall be recognised when:

(a) an entity has a present obligation as a result of a past event;

(b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

Notes to the Financial Statements

(₹ in lacs)

(c) 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 a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent liability is not recognised but disclosed in the notes to the accounts, unless the probability of an outflow of resources is remote.

A contingent asset is generally neither recognised nor disclosed.

2.12 Revenue Recognition

Effective April 1, 2018, the company adopted Ind AS 115, Revenue from contracts with customers". The effect of adoption of Ind AS 115 was insignificant. The following is a summary of significant accounting policies related to revenue recognition.

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflects the consideration the company expects to receive in exchange for those product or service, regardless of when the payment is received. Revenue is measured at the Transaction price, excluding amounts collected on behalf of the third parties. The amount disclosed as revenue is net of returns, trade discounts, volume rebates, Goods and Services Tax. The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

The specific recognition criteria for the various types of the company's activities are described below:

(i) Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the goods are transferred to the customers, the customer has full discretion over the channel and price to sell the products, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. The said conditions are generally fulfilled upon delivery of goods to the customers.

Delivery occurs when the goods have been shipped to the specific location, the risks and rewards of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sale contract, the acceptance provisions have lapsed, or the company has objective evidence that all criteria for acceptance have been satisfied.

(ii) Services

Revenue from sale of services is recognised on the basis of the stage of completion. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

(iii) Export Incentives

Revenue in respect of the export incentives incentives are recognized on accrual basis in the period in which the related exports have been made.

Revenue in respect of the RoDTEP export incentives are recognized in the period in which the related exports have been made based at an estimated value based on historical realisations, taking into consideration the type of transaction and the specifics of each arrangement.

(iv) Power Generation

Sale of power is recognised on the basis of meter reading confirmed by buyers in accordance with the respective agreement.

Renewable Energy Certificate are accounted for on certification of energy sale quantity by the buyer and is valued at minimum sale price fixed by Central Electricity Regulatory Authority after adjusting expected outgo.

(v) Interest

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

(vi) Dividend

Dividend income is recognized when the right to receive the payment is established.

(vii) Insurance and other claims are recognized when no significant uncertainty exists with regard to ultimate collection thereof, and same is adjusted from corresponding heads of expense.

Notes to the Financial Statements

(₹ in lacs)

2.13 Employees Benefits

(i) Short term Employee Benefits:

Liabilities for wages, salaries and other employee benefits that are expected to be settled within twelve months of rendering the service by the employees are classified as short term employee benefits. Such short term employee benefits are measured at the amounts expected to be paid when the liabilities are settled. Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

(ii) Post Employment Benefits

(a) Defined Contribution Plans:

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(b) Defined Benefit Plans

Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Re-measurements comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised in Other Comprehensive Income which are not reclassified to profit or loss in subsequent periods.

(iii) Long-term employee benefits

The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using Projected Unit Credit Method.

2.14 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.15 Foreign Currency Transactions

The foreign currency transactions are recorded, on initial recognition in the functional currency (i.e. Indian Rupee), by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements shall be recognised in profit or loss in the period in which they arise.

Foreign exchange differences recorded as an adjustment to borrowing costs are presented in the statement of profit and loss, as a part of finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

In respect of foreign branch, which is in the nature of integral foreign operations, all transactions are translated using the exchange rate at the date of the transaction. The translation of monetary assets and liabilities is performed using the exchange rate in effect at the balance sheet date. Fixed assets are translated as at the date of transaction. Depreciation is translated at the rates applied for translation of fixed assets.

2.16 Leases

Effective from April 1, 2019 the company adopted Ind AS 116, "Leases". The effect of adoption of Ind AS 116 was

Notes to the Financial Statements

(₹ in lacs)

insignificant. The following is a summary of significant accounting policies related to Leases.

A. Company as a Lessee

The Company assesses whether a contract contains a lease at inception of a 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 an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The company applies a single recognition and measurement approach for all leases, except for leasehold land, short-term leases and leases of low-value. For short-term and leases of low value, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Leasehold land is carried at the acquisition cost i.e. one-time lease premium paid at the time of acquisition of leasehold rights. However, if there is no reasonable certainty that the company will obtain ownership by the end of the lease term, the asset is amortized over the shorter of the estimated useful life of the asset and the lease term. For all other leases, the Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Right-of-use assets are included in the Leased Assets and lease liabilities are included in other current and non-current financial liabilities in the balance sheet. Lease payments have been classified as financing cash flows in the Statement of Profit and Loss.

B. Company as a Lessor

Leases for which the company is a lessor is classified as finance or operating leases. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease term, unless the receipts are structured to increase in line with expected general inflation.

2.17 Income Taxes

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

Current Taxes:

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred Taxes:

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or

Notes to the Financial Statements

(₹ in lacs)

substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternate Tax credit is recognised as a tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.18 Impairment of assets

a) Financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

b) Non-financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.19 Earnings per Share

The Basic earnings per share (EPS) is calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per equity share is calculated by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.20 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

2.21 Cash flow statement

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities.

2.22 Exceptional items

Exceptional items refer to items of income or expense within statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the company.

Notes to the Financial Statements

(₹ in lacs)

2.23 Critical accounting estimates

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Intangible assets

The company tests whether intangible assets have suffered any impairment on an annual basis. The recoverable amount of a cash generating unit is determined based on value in use calculations which require the use of assumptions.

Trade Receivables

As per Ind AS 109, the company is required to apply expected credit losses model for recognising the provision for doubtful debts. The expected credit losses are determined based on past trends and assumptions.

Employee Benefits

The Government of India, vide Notification dated November 21, 2025, has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as "the Labour Codes"), which consolidate and replace existing multiple labour legislations. Based on the internal evaluation by the Company, consistent with the guidance provided by the Institute of Chartered Accountants of India, there is no impact of the Labour Codes in these financial statements. The Company continues to monitor developments on the rules to be notified by regulatory authorities.

Once State Rules are notified by the Government on all aspects of the Codes, the Company will further evaluate impact, if any, on the measurement of employee benefits and would provide appropriate accounting treatment impact in the period in which the relevant provisions become effective.

Notes to the Financial Statements

3.1 PROPERTY, PLANT & EQUIPMENT

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2026 were as follows :

(₹ in lacs)

Particulars	Land - Freehold	Land - Leasehold	Building	Plant & Machinery			Furniture & Fixtures	Vehicles	Equipments & Facilities	TOTAL
				Manufacturing	Renewable Energy	R & D Assets				
Gross carrying value as at 31 March 2025	**1810.74**	**4.87**	**11838.27**	**33934.32**	**2262.46**	**695.30**	**224.41**	**364.74**	**207.14**	**51342.25**
Additions	-	-	125.99	4022.23	-	-	0.99	18.40	24.68	4192.29
Disposals/Adjustments	-	(0.08)	-	(81.02)	-	(2.28)	(0.06)	-	(1.67)	(85.11)
Gross carrying value as at 31st March 2026	**1810.74**	**4.79**	**11964.26**	**37875.53**	**2262.46**	**693.02**	**225.34**	**383.14**	**230.15**	**55449.43**
Accumulated depreciation as at 31 March 2025	**-**	**-**	**3173.17**	**14964.95**	**705.25**	**275.86**	**141.94**	**176.33**	**151.06**	**19588.56**
Depreciation charge for the year	-	-	352.21	1707.37	104.62	36.89	11.69	35.49	22.88	2271.15
Disposals/Adjustments	-	-	-	(40.10)	-	(0.28)	-	-	(1.25)	(41.63)
Accumulated depreciation as at 31st March 2026	**-**	**-**	**3525.38**	**16632.22**	**809.87**	**312.47**	**153.63**	**211.82**	**172.69**	**21818.08**
Carrying value as at 31st March 2026	**1810.74**	**4.79**	**8438.88**	**21243.31**	**1452.59**	**380.55**	**71.71**	**171.32**	**57.46**	**33631.35**
Carrying value as at 31st March 2025	**1810.74**	**4.87**	**8665.10**	**18969.37**	**1557.21**	**419.44**	**82.47**	**188.41**	**56.08**	**31753.69**

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2025 were as follows :

Particulars	Land - Freehold	Land - Leasehold	Building	Plant & Machinery			Furniture & Fixtures	Vehicles	Equipments & Facilities	TOTAL
				Manufacturing	Renewable Energy	R & D Assets				
Gross carrying value as at 31 March 2024	**1810.74**	**4.95**	**11646.05**	**33518.58**	**1417.49**	**580.13**	**221.79**	**323.63**	**196.36**	**49719.72**
Additions	-	-	192.22	672.74	844.97	115.35	4.02	41.11	12.02	1882.43
Disposals/Adjustments	-	(0.08)	-	(257.00)	-	(0.18)	(1.40)	0.00	(1.24)	(259.90)
Gross carrying value as at 31st March 2025	**1810.74**	**4.87**	**11838.27**	**33934.32**	**2262.46**	**695.30**	**224.41**	**364.74**	**207.14**	**51342.25**
Accumulated depreciation as at 31 March 2024	-	-	2822.94	13391.78	595.67	245.72	130.47	143.30	129.49	17459.37
Depreciation charge for the year	-	-	350.23	1674.34	109.58	30.23	12.75	33.03	22.75	2232.91
Disposals/Adjustments	-	-	-	(101.17)	-	(0.09)	(1.28)	-	(1.18)	(103.72)
Accumulated depreciation as at 31st March 2025	**-**	**-**	**3173.17**	**14964.95**	**705.25**	**275.86**	**141.94**	**176.33**	**151.06**	**19588.56**
Carrying value as at 31st March 2025	**1810.74**	**4.87**	**8665.10**	**18969.37**	**1557.21**	**419.44**	**82.47**	**188.41**	**56.08**	**31753.69**
Carrying value as at 31st March 2024	**1810.74**	**4.95**	**8823.11**	**20126.80**	**821.82**	**334.41**	**91.32**	**180.33**	**66.87**	**32260.35**

Notes to the Financial Statements

(₹ in lacs)

3.2 CAPITAL WORK IN PROGRESS

The changes in the carrying value of Capital Work in Progress for the year ended March 31, 2026 & March 31, 2025 were as follows:

Particulars	Building	Plant & Machinery		TOTAL
		Manufacturing	Renewable Energy	
Carrying value as at 31 March 2024	**156.77**	**3.36**	**797.59**	**957.72**
Additions	120.49	835.35	47.38	1003.22
Disposals/Adjustments	(192.22)	(788.09)	(844.97)	(1825.28)
Carrying value as at 31st March 2025	**85.04**	**50.62**	**-**	**135.66**
Additions	1196.59	4310.86	-	5507.45
Disposals/Adjustments	(125.99)	(4027.26)	-	(4153.25)
Carrying value as at 31st March 2026	**1,155.64**	**334.22**	**-**	**1489.86**

CWIP ageing schedule as at 31st March, 2026:

CWIP	Amount in CWIP for a period of				Total as at 31.03.2026
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Building	1085.43	70.21	-	-	1155.64
Plant & Machinery	334.22	-	-	-	334.22
Renewable Energy Solar Power Systems	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
TOTAL	**1419.65**	**70.21**	**-**	**-**	**1489.86**

CWIP ageing schedule as at 31st March, 2025:

CWIP	Amount in CWIP for a period of				Total as at 31.03.2025
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Building	85.04	-	-	-	85.04
Plant & Machinery	50.62	-	-	-	50.62
Renewable Energy Solar Power Systems	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
TOTAL	**135.66**	**-**	**-**	**-**	**135.66**

3.3 INTANGIBLE ASSETS

Particulars	GROSS BLOCK				AMORTIZATION				NET BLOCK	
	As at 31.03.2025	Additions	Deductions	As at 31.03.2026	Up to 31.03.2025	For the year	Adjustments	Up to 31.03.2026	As at 31.03.2026	As at 31.03.2025
Software	26.39	-	-	26.39	24.22	0.42	-	24.64	1.75	2.17
TOTAL	**26.39**	**-**	**-**	**26.39**	**24.22**	**0.42**	**-**	**24.64**	**1.75**	**-**
PREVIOUS YEAR FIGURES	26.39	-	-	26.39	23.19	1.03	-	24.22	-	2.17

Notes to the Financial Statements

(₹ in lacs)

3.4 FINANCIAL ASSETS - NON CURRENT

3.4.1 INVESTMENTS

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Other Investment - Unquoted		
- In Equity Shares		
31000 Equity Shares of ₹10/- each in Shivalik Solid Waste Management Limited	13.49	11.96
	13.49	**11.96**

3.5 OTHER NON CURRENT ASSETS

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Non Financial Assets at amortized cost		
(unsecured, considered good)		
Security Deposits	135.90	116.27
Capital Advances	165.85	342.39
	301.75	**458.66**

4.1 INVENTORIES

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
As taken, valued and certified by the management		
Raw Materials #	20,519.00	17,465.18
Stock in Process	6,080.25	6,015.19
Finished Goods #	6,579.04	6,955.05
Stores, Spares & Consumables	1,112.26	954.61
Waste	368.83	374.60
	34,659.38	**31,764.63**
# Including Goods-in-Transit	797.69	365.95

4.2 FINANCIAL ASSETS - CURRENT

4.2.1 INVESTMENTS

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Other Investment - Unquoted		
- In Mutuals Funds		
Nil (P.Y. 1818106.594) units of ₹10 each of GRG-Union Gilt Fund (Growth) - Lien Marked	-	219.99
	-	**219.99**
Aggregate amount of unquoted investments and repurchase value thereof	-	219.99

Notes to the Financial Statements

(₹ in lacs)

4.2.2 TRADE RECEIVABLES

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Secured - Considered good	10,551.45	8,366.86
Unsecured		
- Considered good	3,855.88	3,828.80
- Which have significant increase in credit risk	-	-
- Credit Impaired	13.00	1,096.92
	14,420.33	**13,292.58**
Less : Provision for Credit Impaired	13.00	1,096.92
	14,407.33	**12,195.66**

Trade Receivables ageing schedule

Particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2026
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	14402.02	2.42	2.68	0.21	-	14407.33
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	5.52	7.48	-	13.00

Particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2025
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	12135.48	55.78	3.85	0.55	-	12195.66
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	7.48	-	1089.44	1096.92

4.2.3 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March, 2026	As at 31st March, 2025
Balances with Scheduled Banks :		
In Current Account	321.39	40.32
Cash-in-hand	-	-
	321.39	**40.32**

Notes to the Financial Statements

(₹ in lacs)

4.2.4 Bank Balances other than Cash and cash equivalents

Particulars	As at 31st March, 2026	As at 31st March, 2025
Other bank balances		
- Fixed Deposits - Lien Marked	2,765.57	2,556.68
	2,765.57	**2,556.68**

4.2.5 LOANS

Particulars	As at 31st March, 2026	As at 31st March, 2025
(Unsecured, considered good)		
Loans and advances to employees	26.33	29.64
	26.33	**29.64**

4.2.6 OTHER FINANCIAL ASSETS

Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest Accrued on Fixed Deposits	15.85	9.79
	15.85	**9.79**

4.3 OTHER CURRENT ASSETS

Particulars	As at 31st March, 2026	As at 31st March, 2025
(Unsecured, considered good)		
Advances to suppliers	364.68	437.56
RoDTEP Licenses in Hand	14.27	274.21
Export Incentive Receivable	573.17	451.86
Interest Subsidy on Term Loans	295.50	295.50
Refund/ Claim Receivable	1,050.29	485.72
Balance with Government Authorities	1,597.74	1,643.46
Advances recoverable in kind	717.66	603.45
	4,613.31	**4,191.76**

5.1 EQUITY SHARE CAPITAL

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Authorised :		
2,50,00,000 Equity shares of ₹10/- each	2,500.00	2,500.00
	2,500.00	**2,500.00**
Issued, Subscribed and Paid up :		
1,98,20,000 Equity shares of ₹10/- each fully paid up	1,982.00	1,982.00
	1,982.00	**1,982.00**

Notes to the Financial Statements

(₹ in lacs)

(i) Reconciliation of the number of equity shares outstanding is as follows :

Particulars	As at 31st March, 2026 Nos.	As at 31st March, 2025 Nos.
At the beginning of the year	19,820,000	19,820,000
Changes during the year	-	-
At the end of the year	**19,820,000**	**19,820,000**

(ii) Details of shareholders holding more than 5% of the Equity Shares in the company:

Name of Shareholder	As at 31.03.2026		As at 31.03.2025	
	Nos.	% holding	Nos.	% holding
Roselab Commodities Private Limited	3,501,923	17.67	3,501,923	17.67
Kailashpati Vinimay Private Limited	7,389,064	37.28	7,389,064	37.28
Aspire Emerging Fund	532,428	2.69	1,978,590	9.98

(iii) Term /Rights attached to Equity Shares

The company has one class of equity shares having a par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended March 31, 2026 the amount of dividend recognised as distributions to equity shareholders is Nil (Previous Year Nil). In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the company.

(iv) Details of shareholding of Promoters in the company:

Shares held by promoters as at 31.03.2026

S.No.	Name of Promoter	No. of Shares	% of Total Shares	% Change during the year 2025-2026
(a)	Ashish Bagrodia	49220	0.25	-
(b)	Kailashpati Vinimay Private Limited	7389064	37.28	-
(c)	Roselab Commodities Private Limited	3501923	17.67	-
	Total	**10940207**	**55.20**	

Shares held by promoters as at 31.03.2025

S.No.	Name of Promoter	No. of Shares	% of Total Shares	% Change during the year 2024-2025
(a)	Ashish Bagrodia	49220	0.25	-
(b)	Kailashpati Vinimay Private Limited	7389064	37.28	-
(c)	Roselab Commodities Private Limited	3501923	17.67	-
	Total	**10940207**	**55.20**	

Notes to the Financial Statements

(₹ in lacs)

5.2 OTHER EQUITY

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Reserves & Surplus		
a) Capital Reserve		
As per last Account	-	46.68
Transfer to General Reserve	-	(46.68)
	-	-
b) Securities Premium		
As per last Account	5,131.46	5,131.46
	5,131.46	**5,131.46**
c) Retained Earnings		
General Reserve		
As per last Account	17,000.00	15,000.00
Add: Amount transferred from Capital Reserve	-	46.68
Add: Amount transferred from surplus in Statement of Profit & Loss	2,000.00	1,953.32
	19,000.00	**17,000.00**
Surplus in the Statement of Profit & Loss		
As per last Account	6,191.13	5,340.46
Profit for the year	2,659.10	2,806.89
Transfer from Equity Investment Reserve	7.06	-
Remeasurement of net defined benefit liabilities	92.27	(2.90)
Transfer to General Reserve	(2,000.00)	(1,953.32)
	6,949.56	**6,191.13**
Total Retained Earnings	**25,949.56**	**23,191.13**
d) Equity Investment Reserve		
As per last Account	14.17	5.50
Add: Addition during the year	0.73	8.67
Less: Transfer to Profit & Loss upon realisation	7.06	-
	7.84	**14.17**
TOTAL	**31,088.86**	**28,336.76**

Nature of Reserves

a) Securities Premium

Securities Premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

b) General Reserve

The General reserve is used from time to time for transfer of profits from surplus in statement of Profit and Loss for appropriation purposes.

c) Equity Investment Reserve

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, net off amounts reclassified to retained earnings when those assets have been disposed off.

Notes to the Financial Statements

(₹ in lacs)

6.1 FINANCIAL LIABILITIES - NON CURRENT

6.1.1 Borrowings

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Secured Loans		
From Banks:		
- Term Loans	8,929.84	7,901.67
- Working Capital Term Loans	1,045.49	2,425.74
- Vehicle Loans	133.42	132.92
Unsecured Loans		
- From Related Parties	1,760.00	1,540.00
	11,868.75	**12,000.33**
Less : Current maturities of long term borrowings (Disclosed under Other Current Liabilities under Note No. 7.1.1)	3,030.81	4,153.60
	8,837.94	**7,846.73**

i) Details of security for term loans

(i) Term Loans of ₹7728.33 lacs and Working Capital Term Loans of ₹1045.49 lacs are secured by Joint Equitable Mortgage on company's immovable properties situated at Baddi & Manuni, Himachal Pradesh on pari-passu first charge basis, a charge by way of hypothecation of all movable property, plant & equipment (present and future) and pari-passu second charge on entire current assets (present and future) and personal guarantee of Chairman cum Managing Director of the company and corporate guarantee of a promoter company.

(ii) Term Loans of ₹1201.51 lacs are secured by way of extension of pari-passu first charge on entire current assets (present and future), Joint Equitable Mortgage on company's immovable properties situated at Baddi & Manuni, Himachal Pradesh and hypothecation of all movable property, plant & equipment (present and future) on pari-passu second charge basis and guarantee of National Credit Guarantee Trustee Company (NCGTC) Limited.

Repayment Terms of term loans and working capital term loans

S.No.	Amount Outstanding	No of remaining Installments	Nature of Installment	Last due date of Repayment
(a)	1045.49	1	Ballоning Quarterly	01.04.2026
(b)	19.00	2	Equal Monthly	10.05.2026
(c)	38.54	2	Equal Monthly	31.05.2026
(d)	297.00	3	Balloning Quarterly	01.10.2026
(e)	428.41	20	Balloning Monthly	13.11.2027
(f)	105.83	20	Balloning Monthly	30.11.2027
(g)	291.67	20	Equal Monthly	30.11.2027
(h)	188.12	21	Equal Monthly	20.12.2027
(i)	129.94	21	Equal Monthly	21.12.2027
(j)	3010.30	14	Balloning Quarterly	30.09.2029
(k)	496.00	16	Balloning Quarterly	31.03.2030
(l)	1980.37	24	Balloning Quarterly	26.09.2032
(m)	1944.66	24	Balloning Quarterly	30.09.2032

Notes to the Financial Statements

(₹ in lacs)

ii) Details of security for vehicle loans

Vehicle loans from banks are secured by hypothecation of specific assets purchased under such arrangements and is repayable in equated monthly installments as follows:

Repayment Terms

S.No.	Amount Outstanding	No of remaining Installments	Last due date of Repayment
(a)	2.96	9	05.12.2026
(b)	18.42	9	10.12.2026
(c)	10.68	24	05.03.2028
(d)	11.15	27	05.06.2028
(e)	6.90	44	30.11.2029
(f)	24.43	57	05.12.2030
(g)	20.29	57	05.12.2030
(h)	15.10	59	28.02.2031
(i)	23.49	69	30.12.2031

iii) Repayment Terms of Unsecured Loans

S.No.	Amount Outstanding	Terms of Repayment	Last due date of Repayment
(a)	1400.00	Within one year from date of full repayment of terms loans and other long terms loans, under one time restructuring scheme unless extended with mutual consent of both parties.	01.04.2027
(b)	360.00	Within 31st March, 2028 unless extended with mutual consent of both parties.	31.03.2028

6.2 NON-CURRENT PROVISIONS

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits:		
- Gratuity	94.61	253.53
- Leave Encashment	115.22	110.72
	209.83	**364.25**

6.3 DEFERRED TAX LIABILITIES (NET)

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deferred Tax Liability / (Asset) relating to:		
- Property, plant and equipment and Intangible Assets	4,282.64	4,238.35
- Employee Benefits	(167.06)	(218.74)
- Others	(237.99)	(505.62)
	3,877.59	**3,513.99**

Notes to the Financial Statements

(₹ in lacs)

6.4 OTHER NON-CURRENT LIABILITIES

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
Deferred Income - Capital subsidy	357.76	397.91
	357.76	**397.91**

7.1 FINANCIAL LIABILITIES-CURRENT

7.1.1 BORROWINGS

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
From Banks:		
Working Capital Limits - Secured		
Cash Credit Facilities	964.73	1,581.25
Working Capital Demand loan		
- Foreign Currency Loan	1,136.36	1,085.62
- Rupee Loan	588.00	588.00
Packing Credit Facilities		
- Foreign Currency Packing Credit	3,983.33	4,086.19
- Rupee Loan Packing Credit	1,318.99	848.64
Bills Discounting Facilities	6,270.99	5,140.30
Other Credit Facilities - Unsecured		
e-Vendor Financing Scheme	2,198.24	-
Current Maturities of Long-Term Borrowings	3,030.81	4,153.60
	19,491.45	**17,483.60**

Working Capital limits are secured by First Charge by Hypothecation of Inventories and Book Debts, Second Charge on entire Property, Plant & Equipment of the Company on Pari-passu basis and corporate guarantee of a promoter company and personal guarantee of the Chairman cum Managing Director.

7.1.2 Trade Payables

(₹ in lacs)

Particulars	As at 31st March, 2026	As at 31st March, 2025
- Dues of Micro and Small Enterprises	24.53	47.65
- Dues of creditors other than micro & small enterprises		
- Acceptances	14791.66	14074.74
- Others	6536.99	4865.93
	21353.18	**18988.32**

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2026
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	24.53	-	-	-	24.53
- Other than MSME	21,328.65	-	-	-	21,328.65
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

Notes to the Financial Statements

(₹ in lacs)

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2025
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	47.65	-	-	-	47.65
- Other than MSME	18,940.67	-	-	-	18,940.67
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

7.1.3 OTHER FINANCIAL LIABILITIES

Particulars	As at 31st March, 2026	As at 31st March, 2025
Interest accrued but not due on borrowings	7.66	20.76
Interest accrued and due on borrowings	68.50	37.67
Creditors for Capital Goods	182.79	32.39
Other Liabilities	3,232.78	2,805.06
Derivative Financial Instruments	151.14	9.06
	3,642.87	**2,904.94**

7.2 OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2026	As at 31st March, 2025
Statutory Dues	684.04	682.53
Advance from customers	418.25	322.45
	1,102.29	**1,004.98**

7.3 CURRENT PROVISIONS

Particulars	As at 31st March, 2026	As at 31st March, 2025
Provision for Employee Benefits:		
- Gratuity	188.42	195.08
- Leave Encashment	48.62	45.69
	237.04	**240.77**
Provision for Taxations (Net of Advances and Refundable)	66.55	306.36
	303.59	**547.13**

Notes to the Financial Statements

(₹ in lacs)

8.1 REVENUE FROM OPERATIONS

Particulars	2025-2026	2024-2025
Sale of Products		
- Yarn	74,839.65	72,612.24
- Fabric	6,528.94	6,440.64
- Trading	-	2.04
	81,368.59	**79,054.92**
Other Operating Revenues:		
- Waste & Scrap Sales	4,974.79	4,803.75
- Export Incentives	2,318.55	2,230.24
- Exchange Rate Variation Gain	912.84	434.43
	8,206.18	**7,468.42**
	89,574.77	**86,523.34**

8.2 OTHER INCOME

Particulars	2025-2026	2024-2025
Interest	178.34	247.69
Rent	2.86	2.82
Dividend	0.62	0.62
Profit/(Loss) on Disposal of Property, Plant & Equipment	5.85	(6.61)
Pro-rata Capital Subsidy	40.15	48.24
	227.82	**292.76**

9.1 COST OF MATERIAL CONSUMED

Particulars	2025-2026	2024-2025
Raw Material	48,940.83	50,303.12
Dyes and Chemicals	3,507.70	3,320.36
Packing Material	1,174.40	1,082.87
	53,622.93	**54,706.35**

9.2 PURCHASE OF STOCK-IN-TRADE

Particulars	2025-2026	2024-2025
Trading Purchases	-	1.27
	-	**1.27**

9.3 CHANGE IN INVENTORIES

Particulars	2025-2026	2024-2025
Opening Stock		
Finished Goods	6,955.05	6,621.16
Work in progress	6,015.19	4,869.35
	12,970.24	**11,490.51**
Less: Closing Stock		
Finished Goods	6,579.04	6,955.05
Work in progress	6,080.25	6,015.19
	12,659.29	**12,970.24**
Decrease/(Increase) in Stocks	**310.95**	**(1,479.73)**

Notes to the Financial Statements

(₹ in lacs)

9.4 EMPLOYEE BENEFIT EXPENSES

Particulars	2025-2026	2024-2025
Salary and allowances	8,098.37	7,575.36
Contribution to Provident & Other Funds	562.99	546.34
Staff welfare expenses	25.17	29.11
	8,686.53	**8,150.81**

9.5 FINANCE COSTS

Particulars	2025-2026	2024-2025
Interest Expenses	1,807.65	2,154.75
Other Borrowing Cost	2,217.18	2,319.97
Loan Processing and other financial charges	166.74	245.82
Exchange Fluctuation relating to borrowing costs	634.22	(75.85)
	4,825.79	**4,644.69**

9.6 DEPRECIATION & AMORTIZATION EXPENSES

Particulars	2025-2026	2024-2025
Relating to :		
- Property, plant & equipment	2,271.15	2,232.91
- Intangible Assests	0.42	1.03
	2,271.57	**2,233.94**

9.7 OTHER EXPENSES

Particulars		2025-2026	2024-2025
Conversion Charges		366.98	274.42
Consumption of Stores, Spares & Consumables		1,862.28	1,826.37
Power and Fuel		7,773.99	6,664.66
Repairs and Maintenance :			
Buildings		5.50	46.89
Machinery		275.73	235.54
Rent		153.79	155.82
Rates & Taxes		65.10	61.89
Insurance		227.98	150.19
Freight & Handling Charges		2,878.31	2,873.70
Commission		878.35	736.77
Travelling Expenses		329.84	315.14
Bad Debts	1,104.80		
Less: Adjusted with Provision for Credit Impaired	1,089.44	15.36	
Provision for Doubtful Debts		5.52	7.48
Expenses of CSR Actitives		81.74	81.34
Miscellaneous Expenses		1,546.93	1,617.82
		16,467.40	**15,048.03**

Notes to the Financial Statements

(₹ in lacs)

10 TAX EXPENSES

Particulars	2025-2026	2024-2025
Current tax		
Income Tax	616.37	855.18
Tax Adjustments	9.62	(190.06)
	625.99	**665.12**
Deferred Tax		
Deferred Tax	332.33	38.73
	958.32	**703.85**

(i) The major components of tax expense for the years ended 31 March 2026 and 31 March 2025 are:

Particulars	2025-2026	2024-2025
Current Tax:		
Current tax expenses for current year	616.37	855.18
Tax expenses pertaining to prior periods	9.62	(190.06)
	625.99	**665.12**
Deferred tax obligations	332.33	38.73
Total tax expense reported in the statement of profit or loss	**958.32**	**703.85**

(ii) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expenses reported in statement of profit and loss is as follows:

Particulars	2025-2026	2024-2025
Profit before income taxes	**3,617.42**	**3,510.74**
At statutory income tax rate	25.168%	25.168%
Expected Income Tax expenses	910.43	883.58
Tax effects of adjusments to reconcile expected income tax expense to reported income tax expense		
Depreciation Difference	5.15	3.65
Employee Benefits (Net)	10.24	(33.38)
Other Non deductible expenses for tax purposes (Net)	16.63	18.25
Others (Net)	6.25	21.81
Tax pertaing to prior periods	9.62	(190.06)
Total Income Tax expenses	**958.32**	**703.85**

(iii) Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2026 is as follows:

	Opening Balance	Recognised/ reversed through Profit and Loss	Recognised/ reversed in other comprehensive income	Closing Balance
Deferred Tax (Assets)/Liabilites in relation to:				
Property, plant & equipment and Intangible Assets	4,238.35	44.29	-	4,282.64
Employee Benefits	(218.74)	20.65	31.03	(167.06)
Others	(505.62)	267.39	0.24	(237.99)
Net Deferred Tax (Assets)/Liabilities	**3,513.99**	**332.33**	**31.27**	**3,877.59**

Notes to the Financial Statements

(₹ in lacs)

Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2025 is as follows:

	Opening Balance	Recognised/ reversed through Profit and Loss	Recognised/ reversed in other comprehensive income	Closing Balance
Deferred Tax (Assets)/Liabilites in relation to:				
Property, plant & equipment and Intangible Assets	4,180.54	57.81	-	4,238.35
Employee Benefits	(212.67)	(5.09)	(0.98)	(218.74)
Others	(494.54)	(13.99)	2.91	(505.62)
Net Deferred Tax (Assets)/Liabilities	**3,473.33**	**38.73**	**1.93**	**3,513.99**

11 FINANCIAL INSTRUMENTS

11.1 Financial Instruments by category

The carrying value of financial instruments by categories as on 31st March, 2026 were as follows:

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Equity Instruments	3.4.1 & 4.2.1	-	13.49	-	13.49	13.49
(other than subsidiary, Joint ventures)						
- Trade receivables	4.2.2	-	-	14,407.33	14,407.33	14,407.33
- Cash and Cash equivalents	4.2.3	-	-	321.39	321.39	321.39
- Bank Balances other than Cash and Cash Equivalents	4.2.4	-	-	2,765.57	2,765.57	2,765.57
- Loans	4.2.5	-	-	26.33	26.33	26.33
- Other financial assets	4.2.6	-	-	15.85	15.85	15.85
Total Financial Assets		**-**	**13.49**	**17,536.47**	**17,549.96**	**17,549.96**
Financial Liabilities						
- Long Term Borrowings	6.1.1	-	-	8,837.94	8,837.94	8,837.94
- Short Term Borrowings	7.1.1	-	-	19,491.45	19,491.45	19,491.45
- Trade Payables	7.1.2	-	-	21,328.65	21,328.65	21,328.65
- Other Financial Liabilities	7.1.3	151.14	-	3,491.73	3,642.87	3,642.87
Total Financial Liabilities		**151.14**	**-**	**53,149.77**	**53,300.91**	**53,300.91**

The carrying value of financial instruments by categories as on 31st March, 2025 were as follows:

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Equity Instruments	3.4.1 & 4.2.1	-	231.95	-	231.95	231.95
(other than subsidiary, Joint ventures)						
- Trade receivables	4.2.2	-	-	12,195.66	12,195.66	12,195.66
- Cash and cash equivalents	4.2.3	-	-	40.32	40.32	40.32
- Bank Balances other than Cash	4.2.4	-	-	2,556.68	2,556.68	2,556.68

Notes to the Financial Statements

(₹ in lacs)

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
and Cash Equivalents						
- Loans	4.2.5	-	-	29.64	29.64	29.64
- Other financial assets	4.2.6	-	-	9.79	9.79	9.79
Total Financial Assets		**-**	**231.95**	**14,832.09**	**15,064.04**	**15,064.04**
Financial Liabilities						
- Long Term Borrowings	6.1.1	-	-	7,846.73	7,846.73	7,846.73
- Short Term Borrowings	7.1.1	-	-	17,483.60	17,483.60	17,483.60
- Trade Payables	7.1.2	-	-	18,940.67	18,940.67	18,940.67
- Other Financial Liabilities	7.1.3	9.06	-	2,895.88	2,904.94	2,904.94
Total Financial Liabilities		**9.06**	**-**	**47,166.88**	**47,175.94**	**47,175.94**

Management estimations and assumptions

a) The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

b) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) The fair values of the unquoted equity shares have been determined based on certifications from valuers who have used Net Asset Value approach for determining the fair values.

(ii) The fair values of the derivative financial instruments have been determined based on the exchange rates prevailing as at year end.

11.2 Fair Value Measurement

(i) Fair Value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The company's policy is to recognize transfers into and the transfers out of fair value hierarchy levels as at the end of the reporting period. There are no transfers between level 1 and level 2 during the end of the reported periods.

(ii) The following table presents fair value hierarchy of assets and liabilities measured at fair value:

As at 31st March 2026

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	3.4.1	-	-	13.49
Other financial current Liabilities				
- Derivative financial instruments	7.1.3	-	151.14	-

Notes to the Financial Statements

(₹ in lacs)

As at 31st March 2025

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	3.4.1	-	-	11.96
Current Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	4.2.1	219.99	-	-
Other financial current Liabilities				
- Derivative financial instruments	7.1.3	-	9.06	-

11.3 Financial Risk Management

The principal financial assets of the Company include loans, trade and other receivables, and cash and bank balances that derive directly from its operations. The principal financial liabilities of the company, include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company.

This note explains the risks which the company is exposed to and policies and framework adopted by the company to manage these risks.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

(i) Foreign currency risk

The company operates internationally and business is transacted in several currencies.

The export sales of company included in the total sales of the company, Further the company also imports certain assets and material from outside India. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently the company is exposed to foreign currency risk and the results of the company may be affected as the rupee appreciates/ depreciates against foreign currencies. Foreign exchange risk arises from the future probable transactions and recognized assets and liabilities denominated in a currency other than company's functional currency.

The company measures the risk through a forecast of highly probable foreign currency cash flows and manages its foreign currency risk by appropriately hedging the transactions. The Company uses a combination of derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

Notes to the Financial Statements

(₹ in lacs)

(a) The following table summarizes the company's exposure to foreign currency risk from financial instruments at the end of each reporting period:

Particulars	Amount in Document Currency		Amount in INR Currency (Rs in lacs)	
	Current Year	Previous Year	Current Year	Previous Year
Exposure on account of Financial Assets				
Trade receivables (net of bill discounted)				
- In USD	6,791,218.40	6,174,385.75	6,440.11	5,277.25
- In Euro	-	-	-	-
- In PLN	503,972.10	926,443.12	126.97	204.58
Cash and cash equivalents				
- In USD	-	-	-	-
- In PLN	57,618.09	77,771.46	14.52	17.17
Other Current Assets				
- In USD	43,889.84	305,539.06	40.35	262.03
- In Euro	139,136.91	10,295.17	147.18	9.34
- In CHF	100,035.35	106,613.00	98.47	101.48
- In PLN	20,672.66	16,294.92	5.21	3.60
Exposure on account of Financial Liabilities				
Advance From Customer				
- In USD	408,210.52	289,205.95	368.87	249.80
- In Euro	-	51,862.00	-	48.85
Foreign Currency Loan				
- In USD	1,198,190.00	1,270,030.38	1,136.36	1,085.62
Packing Credit Foreign Currency				
- In USD	4,200,048.74	4,780,286.05	3,983.33	4,086.19
Trade Payables and Other Financial Liabilities				
- In USD	1,869,432.74	389,369.81	1,772.97	332.83
- In Euro	9,533.32	9,695.89	10.39	8.93
- In CHF	-	13,280.00	-	12.86
- In PLN	50,206.60	56,134.17	12.65	12.40

(b) Forward Contracts of ₹3455.99 Lacs-US $ 38.13 Lacs (Previous Year ₹2682.29 Lacs-US $ 31.38 Lacs) taken for the purpose of hedging against outstanding of future orders as on 31.03.2026.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates, which are included in interest bearing loans and borrowings in these financial statements. The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

At the reporting date the interest rate profile of the Company's interest bearing financial instrument is at its fair value:

Particulars	As at 31st March, 2026	As at 31st March, 2025
Variable rate instruments		
Long term borrowings	11,868.75	12,000.33
Current maturities of long term debt	3,030.81	4,153.60
Short term borrowings	16,460.64	13,330.00

Notes to the Financial Statements

(₹ in lacs)

(iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. Credit risk on cash and bank balances is limited as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. The Company's credit risk in case of all other financial instruments is negligible.

The company assesses the credit risk based on external credit ratings assigned by credit rating agencies. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to overseas customers are generally covered by letters of credit.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The company has not considered an allowance for doubtful debts in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable.

Write off policy

The financials assets are written off incase there is no reasonable expectation of recovering from the financial asset.

12 CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR):-

S.No.	Particulars	As at 31st March, 2026	As at 31st March, 2025
	Contingent Liabilities		
(i)	Outstanding Bank Guarantees	751.40	752.86
(ii)	Claims against company not accepted	254.16	254.16

(iii) Custom duty ₹1761.10 Lacs (Previous year ₹1484.12 Lacs) saved upon import of capital goods made under EPCG scheme against which export obligations amounting to ₹12462.25 Lacs (Previous year ₹11351.31 Lacs) pending.

(iv) Interest on contested demand of Entry Tax and Additional Goods Tax (AGT), amount whereof is not ascertainable.

Considering the past experience, management is of the view that there will not be any material impact on accounts on settlement/finalization of tax assessment.

13 Estimated amount of contracts remaining to be executed on capital account and not provided for ₹3595.36 Lacs (Previous year ₹4803.62 Lacs) {(net of advances of ₹165.85 Lacs)(Previous year ₹342.39 Lacs)}.

14 Auditors Remuneration (Excluding GST)

(a) Statutory Audit

Particulars	2025-2026	2024-2025
Audit Fee	20.00	20.00
Tax Audit Fee	4.50	4.50
Other Services	1.56	1.63
Reimbursement of expenses	0.31	0.94

Notes to the Financial Statements

(₹ in lacs)

(b) Cost Audit

Particulars	2025-2026	2024-2025
Cost Audit Fee	0.75	0.75

(c) Other

Particulars	2025-2026	2024-2025
Secretarial audit fee	0.40	0.35

15 Balances of loans and advances sundry creditors and other liabilities are in the process of confirmation / reconciliation.

16 The Company has not received full information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid / payable have been given based on the information so far available with the company/ identified by the company management. As required by schedule III of companies Act, of the above said Act the following information is disclosed:-

S.No.	Particulars	As at 31st March, 2025-26	As at 31st March, 2024-25
a)	(i) Principal amount remaining unpaid at the end of the accounting year	24.53	47.65
	(ii) Interest accrued and due to such suppliers on above (a) amount	-	-
b)	Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day.	-	-
c)	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
d)	Interest accrued and remaining unpaid at the end of the accounting year.	-	-
e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

17 The disclosures required under Ind-AS -19, Employee Benefits, notified in the Companies (Accounting Standard) Rules, 2015 are given below, based on the Actuarial Report certified by a Practicing Actuary.

Particulars	2025-2026	2024-2025
Defined Contribution Plan		
Contribution to Defined Contribution Plan, charged off for the year are as under:		
Employer's Contribution to Provident & Pension Fund	476.43	462.59
Employer's Contribution to ESIC Scheme	86.56	83.75

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Notes to the Financial Statements

(₹ in lacs)

a. Movement in present value of defined benefit obligations

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2025-2026	2024-2025	2025-2026	2024-2025
Present value of obligation at the beginning of the year	156.41	150.40	956.13	853.83
Current Service Cost	38.71	34.21	122.38	119.97
Interest Cost	10.19	10.32	60.60	58.58
Remeasurements - Actuarial (gains)/losses	94.24	56.21	(114.20)	10.20
Benefits paid	(135.71)	(94.73)	(77.89)	(86.45)
Past Service Cost	-	-	-	-
Present value of obligation at the end of the year	163.84	156.41	947.02	956.13

b. Movement in Fair value of Plan Asset

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2025-2026	2024-2025	2025-2026	2024-2025
Fair Value of Plan Asset Beginning of the year	-	-	507.52	361.02
Interest Income	-	-	33.80	25.60
Actual contribution	-	-	190.15	200.80
Acturial Gain/Losses	-	-	9.10	6.32
Benefits paid	-	-	(76.58)	(86.22)
Fair Value of Plan Asset End of the year	-	-	663.99	507.52

c. Reconciliation of fair value of assets and obligations

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2025-2026	2024-2025	2025-2026	2024-2025
Present value of obligation at the end of the year	163.84	156.41	947.02	956.13
Fair Value of Plan assets as at the end of the year	-	-	663.99	507.52
Net liability recognised in Balance Sheet	163.84	156.41	283.03	448.61

d. Amount recognised in the Statement of Profit and Loss under Employee Benefit Expenses

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2025-2026	2024-2025	2025-2026	2024-2025
Current Service Cost	38.71	34.21	122.38	119.97
Interest Cost	10.19	10.32	60.60	58.58
Past Service Cost	-	-	-	-
Remeasurements - Actuarial (gains)/losses	94.24	56.21	-	-
Expected return on plan assets	-	-	(33.80)	(25.60)
Net expenses recognised in the statement of Profit and Loss	143.14	100.74	149.18	152.95

Notes to the Financial Statements

(₹ in lacs)

e. Amount recognised in the other comprehensive income

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2025-2026	2024-2025	2025-2026	2024-2025
Acturial Gain/Losses in Plan Assets	-	-	(9.10)	(6.32)
Effect of change in demographic assumptions	-	-	-	-
Effect of change in financial assumptions	-	-	(26.98)	19.49
Effect of experience adjustments	-	-	(87.22)	(9.29)
Net expenses recognised in the other comprehensive income	-	-	(123.30)	3.88

f. The weighted-average assumptions used to determine net periodic benefit cost are set out below:

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2025-2026	2024-2025	2025-2026	2024-2025
Mortality Table (IALM Ultimate)	2012-14	2012-14	2012-14	2012-14
Interest rate for discounting	7.25%	6.66%	7.25%	6.66%
Rate of escalation in salary (per annum after first year)	5.00%	5.00%	5.00%	5.00%
Expected Return on Plan Assests	N.A.	N.A.	7.25%	6.66%
Withdrawal Rate	10.00%	10.00%	10.00%	10.00%
Retirement Age	58 Years	58 Years	58 Years	58 Years

g. The quantitative sensitivity analysis on net liability recognized on account of change in significant assumptions:

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2025-2026	2024-2025	2025-2026	2024-2025
Discount Rate 100 basis points Increase	(5.99)	(6.03)	(42.15)	(44.00)
Discount Rate 100 basis points Decrease	6.62	6.68	46.75	48.95
Salary Escalation Rate 100 basis points Increase	7.19	7.20	44.36	46.12
Salary Escalation Rate 100 basis points Decrease	(6.62)	(6.62)	(41.88)	(43.96)
Withdrawal Rate 25% Increase	2.04	1.53	8.02	5.42
Withdrawal Rate 25% Decrease	(2.58)	(1.94)	(12.05)	(8.71)

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

h. Maturity profile of defined benefit obligation:

Particulars	Gratuity	
	2025-2026	2024-2025
With in 1 year	188.42	195.08
1-2 Year	94.61	105.78
2-3 Year	-	111.60
3-4 Year	-	36.15
4-5 Year	-	-
above 5 years	-	-
	283.03	**448.61**

Notes to the Financial Statements

(₹ in lacs)

18 Related Party Disclosure

Related parties and transactions with them as specified in the Ind-AS 24 on "Related Parties Disclosures" presribed under Companies (Accounting Standards) Rules, 2015 has been identified and given below on the basis of information available with the company and the same has been relied upon by the auditors.

Significant influenced entities

Particulars	Country	Holding as at 31.03.2026	Holding as at 31.03.2025
a) Name of Subsidiary		-	-
b) List of Joint Ventures		-	-
c) Other related parties			

(i)

Key management personnel and their relatives	Relationship
Shri Ashish Bagrodia	Chairman Cum Managing Director
Shri Anil Kumar Sharma	Director Cum Chief Executive Officer
Shri Sanjay Kumar Kedia	Chief Financial Officer
Shri Videshwar Sharma	Company Secretary
Shri Divij Bagrodia	Assistant Manager (Relative of CMD)
Shri Keshav Bagrodia	Executive Trainee (Relative of CMD)

(ii) Enterprise where Key Management Personnel & their relative have significant influence

Star point Financial Services Private Limited	India
Kailashpati Vinimay Private Limited	India
Roselab Commodities Private Limited	India

Transactions with the Related Parties :-

Nature of Transactons	2025-2026 Other related parties	2024-2025 Other related parties
Income	-	-
Expenses		
Rent	24.00	24.00
Interest	155.04	129.07
Reimbursement of Expesnes (Net)	6.08	3.16
Year End Receivable		
Loans and advances	7.41	6.64
Year End Payable		
Borrowings (including Interest Accrued)	1,819.53	1,570.73
Other Financial Liabilities	16.06	6.12

Notes to the Financial Statements

(₹ in lacs)

The table below describes the compensation to key managerial personnel and Related Parties:

Particulars	Year Ended 31 March, 2026	Year Ended 31 March, 2025
Short term employee benefits	431.50	393.01
Post employement benefits		
Defined contribution plan	29.81	27.59
Defined benefit plan	95.12	91.99
Other long term benefit	-	-
	556.43	**512.59**

19 EARNINGS PER SHARE

(a) The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share

(i) A statement on calculation of basic & Diluted EPS is as under:

Particulars	Year Ended 31 March, 2026	Year Ended 31 March, 2025
Net Profit after tax attributable to equity shareholders (₹in lacs)	2,752.10	2,812.66
Total (A)	**2,752.10**	**2,812.66**
Weighted average number of equity shares (No in lac)	1,982.00	1,982.00
Total (B)	**1,982.00**	**1,982.00**
Basic earning per Share (₹) (A)/(B)	13.89	14.19
Diluted earning per Share (₹)* (A)/(B)	13.89	14.19
Face value per equity share (₹)	10	10

20 SEGMENT INFORMATION

(i) Business segments have been identified based on the nature and class of products and services, assessment of differential risks and returns. Accordingly, company is a single segment company operating in textile business (Yarn, Fabric and allied activities) and disclosure requirements as contained in Ind AS- 108 'Operating Segments' are not required in the financial statements.

(ii) The segment revenue in geographical segments considered for disclosure is as follow:

(a) Revenue inside India includes sales to customers located within India.

(b) Revenue outside India includes sales to customers located outside India.

Information about geographical segments (by location of customers) :

Particulars	2025-2026	%	2024-2025	%
(i) Revenue-Sales (Net)				
- Within india	39,143.45	43.70	39,695.09	45.88
- Outside india	50,431.32	56.30	46,828.25	54.12
Total	**89,574.77**	**100.00**	**86,523.34**	**100.00**
(ii) Carrying amount of segment non-current assets by location of assets (*)				
- Within india	35,421.46	99.99	32,347.19	99.99
- Outside india	3.25	0.01	2.99	0.01
Total	**35,424.71**	**100.00**	**32,350.18**	**100.00**

(*) Non-current assets exclude Financial Assets.

Notes to the Financial Statements

(₹ in lacs)

21 In accordance with the Accounting Standards (IndAS-36) on "Impairment of Assets" during the year the company has assessed useful life of fixed assets in use and is of the view that no impairment is considered to be necessary in view of its expected realizable value/value in use.

22 REVENUE FROM CONTRACTS WITH CUSTOMERS

The disclosure pursuant to INDAS 115 "Revenue from Contracts with Customers" are given herein below:

Customer Contracts

(i) Revenue

Particulars	31st March, 2026	31st March, 2025
(a) Revenue from contract with customers		
Sale of Products	81,368.59	79,054.92
Other Operating Revenues:	8,206.18	7,468.42
	89,574.77	**86,523.34**
(b) Income from investment activities/others		
Other Income	227.82	292.76
	227.82	**292.76**
Total	**89,802.59**	**86,816.10**

(ii) Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Type of goods/services	31st March, 2026	31st March, 2025
Sale of Products		
Yarn	74,839.65	72,612.24
Fabric	6,528.94	6,440.64
Trading	-	2.04
	81,368.59	**79,054.92**
Other Operating Revenues:		
Waste & Scrap Sales	4,974.79	4,803.75
Export Incentives	2,318.55	2,230.24
Exchange Rate Variation Gain	912.84	434.43
	8,206.18	**7,468.42**
Total revenue from contracts with customers (A)	**89,574.77**	**86,523.34**
Other Income	227.82	292.76
Total Income from investment activities/others (B)	**227.82**	**292.76**
Total (A+B)	**89,802.59**	**86,816.10**
Revenue from contract with customers		
Within india	39,143.45	39,695.09
Outside india	50,431.32	46,828.25
	89,574.77	**86,523.34**

(iii) Contract balances

Particulars	Sub heading	31st March, 2026	31st March, 2025
Contract Assets	Trade Receivables	14,407.33	12,195.66
Contract liabilities	Advance from Customers	418.25	322.45

Notes to the Financial Statements

(₹ in lacs)

(v) Perfomance obligations

Information about the Company's performance obligations for material contracts are as summarised below:

Sale of Goods:

The performance obligation and the control is satisfied at the point in time when control of the goods are transferred to the customers, the customer has full discretion over the channel and price to sell the products, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. The said conditions are generally fulfilled upon delivery of goods to the customers.

Sale of Services:

The performance obligation has been satisfied on the stage of completion.

23 A fire incident occurred on 14th February 2026 at Unit-I of the Company located at Baddi, Himachal Pradesh. The company had subsequently filed the insurance claim with the Insurance Company.

The Company has recognized the insurance claim receivable towards estimated raw material loss of ₹3.16 crores (net of salvage value). The balance amount, if any, on account of processing and other incidental costs shall be recognized upon finality of the insurance claim.

24 The Company had filed a claim, including interest thereon, as an operational creditor under the Insolvency and Bankruptcy Code, 2016, before the Resolution Professional (RP) appointed by the Hon'ble National Company Law Tribunal (NCLT), Chandigarh, in respect of a body corporate whose net worth has been fully eroded. The said claim was rejected by the RP against which the company filed an Interlocutory Application (IA) before the NCLT.

The Hon'ble NCLT vide its order dated 12th February, 2026 dismissed the IA filed by the company. Further, the resolution plan of the said body corporate has been approved by the Hon'ble NCLT without recognising the company as an operational creditor.

The Company had created 100% provision against such doubtful debt amounting to ₹1,089.44 lakhs in earlier periods. In view of the above developments and in accordance with applicable Indian Accounting Standards (Ind AS), the said amount has been written off in these accounts.

25 During the year Research and Development expenditure (net) amounting to ₹259.65 Lacs (Previous year ₹297.58 Lacs) have been charged to Statement of Profit and Loss in respective heads of the accounts & Capital Expenditure of ₹Nil Lacs (previous year ₹66.13 Lacs), has been capitalized under the R & D Assets.

Particulars	2025-2026	2024-2025
Raw Material	455.25	384.84
Employee Cost	148.91	125.80
Store & Spares	70.43	63.05
Power & Fuel	106.21	98.15
Total Recurring Expenses	780.80	671.84
Less: Sale Consideration	521.15	374.26
Net Recurring Expenses	259.65	297.58
Total Capital Expenditure	-	115.35
Total R&D Expenses (Incl. Capital Expenditure)	259.65	412.93

26 As per the past practice, consumption of raw material and stores and spares is derived as net of opening stock plus purchases less closing stock.

Notes to the Financial Statements

(₹ in lacs)

27 (a) Raw Material Consumed

Particulars	2025-2026	2024-2025
Cotton	43,437.61	44,169.39
Manmade/other fibres and filaments	5,503.22	6,133.73
Total	**48,940.83**	**50,303.12**

(b) Total Value of Raw Materials and Stores & Spares consumed (includes packing material & dyes & chemicals):

Particulars	2025-2026	%	2024-2025	%
Raw Material:				
Imported	4,101.48	8.38	3,893.66	7.74
Indigenous	44,839.35	91.62	46,409.46	92.26
Total	**48,940.83**	**100.00**	**50,303.12**	**100.00**
Stores & Spares (includes packing material & dyes & chemicals):				
Imported	223.74	3.42	232.37	3.73
Indigenous	6,320.64	96.58	5,997.23	96.27
Total	**6,544.38**	**100.00**	**6,229.60**	**100.00**

Detail of Traded Goods *

Particulars	2025-2026		2024-2025	
	Purchases	Sales	Purchases	Sales
Yarn	-	-	1.27	2.04
Total	-	-	**1.27**	**2.04**

*Opening stock and closing stock Nil (Previous Year Nil)

(C) CIF Value of Imports:

Particulars	2025-2026	2024-2025
Raw Material	3,719.32	4,820.46
Capital goods	326.97	339.96
Spare Parts & Components	213.83	227.72
Total	**4,260.12**	**5,388.14**

(d) Earnings in Foreign Exchange

Particulars	2025-2026	2024-2025
Exports of goods on FOB basis (excluding export through export houses & EOU)	47,970.92	44,329.74

Notes to the Financial Statements

(₹ in lacs)

(e) Expenditure in Foreign Currency

Particulars	2025-2026	2024-2025
Interest and other financial charges	436.25	279.79
Commission Expenses	536.11	357.50
Travelling	25.36	10.36
Rent	63.19	71.13
Employee Expenses	142.68	117.93
Freight & Handling Charges	2.35	8.85
Insurance	5.90	2.45
Other Expenses	35.38	36.22

28 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

Particulars	2025-2026	2024-2025
(i) Amount required to be spent as per Section 135 of the Act	62.54	86.02
(ii) Amount of expenditure incurred during the year	81.74	81.34
(iii) Excess amount spent in previous financial year available for set off in current year	-	4.68
(iii) shortfall at the end of the year,	-	-
(iv) total of previous years shortfall,	-	-
(vii) reason for shortfall,	N.A.	N.A.
(viii) details of contribution to a trust established by the company in relation to CSR expenditure as per relevant Accounting Standard,	72.00	71.40
(ix) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	-
(x) nature of CSR activities, : Eradication of hunger and malnutrition, promoting education, including special education and employment enchancing vocation skills, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects, promotion of rural sports activities.		

29 CAPITAL MANAGEMENT

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and to maximize the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants which otherwise would permit the banks to immediately call loans and borrowings. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's gearing ratio was as follows:

Particulars	As at 31st March, 2026	As at 31st March, 2025
Borrowings	31,360.20	29,483.93
Less: Cash and cash equivalents	3,086.96	2,597.00
Net debt	28,273.24	26,886.93
Total equity	33,070.86	30,318.76
Capital and Net debt	61,344.10	57,205.69
Gearing ratio	46.09%	47.00%

Notes to the Financial Statements

(₹ in lacs)

There were no changes in the objectives, policies or processes for managing capital during the year ended 31 March 2026 and 31 March 2025.

30 ASSETS SECURED FOR BORROWINGS

The carrying amounts of assets secured for current and non current borrowings is given in the following table:

Particulars	Notes	31st March, 2026	31st March, 2025
Non Current Assets			
Property, Plant and Equipments	3.1	33,631.35	31,753.69
Capital work-in-progress	3.2	1,489.86	135.66
Intangible Assets	3.3	1.75	2.17
Total		**35,122.96**	**31,891.52**
Current Assets			
Inventories	4.1	34,659.38	31,764.63
Trade receivables	4.2.2	14,407.33	12,195.66
Cash and cash equivalents	4.2.3	321.39	40.32
Bank Balances other than Cash and Cash Equivalents	4.2.4	2,765.57	2,556.68
Total		**52,153.67**	**46,557.29**

31 RATIOS

The following are analytical ratios for the year ended March 31, 2026 and March 31, 2025

Particulars	Numerator	Denominator	31st March, 2026	31st March, 2025	% Variance
(a) Current Ratio,	Current Assets	Current Liabilities	1.24	1.25	(1)
(b) Debt-Equity Ratio,	Total Outside Liabilities	Shareholders' Equity	1.79	1.75	(2)
(c) Debt Service Coverage Ratio,	Earnings available for debt service (*)	Debt Service (**)	1.21	1.18	3
(d) Return on Equity Ratio, (%)	Net Profits after Taxes	Shareholders' Equity	8.04	9.26	(13)
(e) Inventory turnover ratio, (No. of Days)	Total Inventories	Revenue from Operations	141	134	(5)
(f) Trade Receivables turnover ratio, (No. of Days)	Total Net Trade Receivable	Revenue from Operations	59	51	(16)
(g) Trade payables turnover ratio, (No. of Days)	Total Net Trade Payables	Purchases & Consumption of Goods	140	123	(14)
(h) Net capital turnover ratio,	Revenue from Operations	Working Capital	8.21	8.58	(4)
(i) Net profit ratio, (%)	Net Profit before Taxes	Revenue from Operations	4.04	4.06	(0)
(j) Return on Capital employed, (%)	Earning before interest and taxes	Capital Employed (#)	18.21	19.22	(5)
(k) Return on investment, (%)	Income generated from long term investments	Average long term investments	20.00	20.00	0

(*) Earnings available for debts service = Profit after Tax before depreciation and interest on long term borrowings

(**) Debts Service = Repayment of long term borrowings and Gross Interest on long term borrowings

(#) Capital Emploted = Total book value of all assets less current liabilities

Notes to the Financial Statements

(₹ in lacs)

Reason of variance where the variance exceeds 25% as compared to previous years:

32 Additional Regulatory Information as required by Schedule III of Companies Act, 2013

(a) There are no proceedings which have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.

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

(c) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(d) The company has used the borrowings from banks and financial institutions for the purpose for which it was taken at the balance sheet date.

(e) The company has borrowings from banks or financial institutions on the basis of security of current assets, and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(f) There are no transactions not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

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

   (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

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

(h) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

   (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

   (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(i) The Company does not have any transactions with companies struck off.

(j) There are no Loans or Advances in the nature of Loans granted to promoters, directors, KMPs and the related parties, either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

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

Notes to the Financial Statements

(₹ in lacs)

33 The company has overseas operations at its branch in Poland and the financials of the period ended 31st March, 2026 has been incorporated in the audited financial statements of the company for the year ended 31st March, 2026.

34 The Government of India, vide Notification dated November 21, 2025, has notified the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively referred to as ""the Labour Codes""), which consolidate and replace existing multiple labour legislations. Based on the internal evaluation by the Company, consistent with the guidance provided by the Institute of Chartered Accountants of India, there is no impact of the Labour Codes in these financial statements. The Company continues to monitor developments on the rules to be notified by regulatory authorities. Once State Rules are notified by the Government on all aspects of the Codes, the Company will further evaluate impact, if any, on the measurement of employee benefits and would provide appropriate accounting treatment impact in the period in which the relevant provisions become effective."

35 Figures for the previous year have been re-group/rearranged where ever neceessary to make them comparable with current year

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
DIN -00047021

Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
DIN -01157106

Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 14th May, 2026

Videshwar Sharma
(Company Secretary)

Notice

WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647
Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205
Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

NOTICE is hereby given that the 45th Annual General Meeting of the Members of Winsome Textile Industries Limited, will be held on Monday, the 28th day of September, 2026 at 11.00 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) - 173205 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Sh. Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for reappointment.

3. To appoint a Director in place of Sh. Anil Kumar Sharma (DIN-01157106), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) the payment of remuneration of ₹75000/- (Rupees Seventy Five Thousand Only) plus GST, if applicable and out of pocket expenses, if any to M/s K.K. Sinha & Associates, Cost Accountants, Chandigarh, (Firm Registration 100279), re- appointed by the Board of Directors as Cost Auditor of the company, for conducting Cost Audit of Company for the financial year 2026-2027, be and is hereby ratified and confirmed"

   "RESOLVED FURTHER THAT the Board of Directors of the company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

   "RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, including Sections 9, 14 and other applicable provisions, if any, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to dispense with and discontinue the use of the Common Seal of the Company. "

   "RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded pursuant to Section 14 and other applicable provision of the Companies Act, 2013 and rules made thereunder, that the Article of Association of the Company be altered by deleting Article No. 108 relating to Common seal in its entirety and deleting the references if any, for usage of Common Seal in any other articles of Article of Association of the Company."

"RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded that with effect from the date of this Resolution, any deed, document, instrument, contract, share certificate, security certificate or other document required to be executed on behalf of the Company may be executed in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, by such Director(s), Key Managerial Personnel and/or authorised officer(s) of the Company as may be authorised by the Board of Directors from time to time, without affixing the Common Seal of the Company."

"RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded that the existing Common Seal of the Company, if any, be and is hereby withdrawn from use and the Board of Directors be and is hereby authorised to take all necessary actions for its cancellation, safe custody, destruction or disposal, as deemed appropriate."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient for giving effect to this Resolution."

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 07.08.2026

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY SIGNED AND STAMPED NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard 2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of special business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

3. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2026 to 28.09.2026 (both days inclusive).

5. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of director(s) seeking re-appointment at the AGM, forms an integral part of the notice. Requisite declarations/ consent have been received from the Director(s) seeking reappointment as per provisions of Companies Act, 2013 including rules framed thereunder. Further, a brief resume of each of the directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific function areas, name of companies in which they hold directorship and membership /chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings are provided as an Annexure to this notice.

6. During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF. Although, the unclaimed dividend and shares transferred to the IEPF Authority by the Company in the previous year(s) can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.

7. Members desiring any information, as regards accounts & operations, are requested to write to the Company at its Registered Office at least ten days before the date of Annual General Meeting so as to enable to keep the information ready.

8. Members/Proxies are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

9. In case of joint holders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote.

10. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

11. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience.

12. 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 their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar & Share Transfer Agent of the Company.

13. SEBI vide Notification no. SEBI/LAD/-NRO/GN/2018/24, dated 08th June, 2018 and further amendment vide notification no. SEBI/ LAD/- NRO/GN/2018/49, dated 30th November, 2018, and vide Notification No. SEBI/ HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and as per Regulation 40(1) of SEBI (LODR) Regulations, 2015, prescribed that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the equity shares of the Company promptly.

14. SEBI vide Notification No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 03, 2022 and SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/687 dated December 14, 2021, and further vide circular No: SEBI/ HO/

MIRSD/MIRSD-PoD\-1/P/CIR/2023/37 dated 16th March 2023, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In this regard RTA has dispatched letters to shareholders regarding updation of KYC, who have securities in physical form and informed to the stock exchange/SEBI regarding compliance of the same.

15. The Notice of AGM along with Annual Report 2025-26 is being sent through electronic mode to those members whose e-mail addresses are registered with depository/ company. Those members whose e-mail addresses are not registered with depository/ company are being provided a letter/single page communication wherein the details of availability of soft copy of annual report will be provided. In spite of above, if any member still wants to have a physical copy of the Annual Report, then they may write to the Company/RTA. Members who have so far not registered their email addresses and changes therein, are requested to register/ update the same with depository participant in case of electronic holdings. In case of shares are held in physical form, members may register their email addresses & changes therein with RTA/Company. The Annual Report of the Company as circulated to the members of the Company shall also be available on www.winsometextile.com, www.bseindia.com and www.in.mpms.mufg.com.

16. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates etc. immediately to the Registrar & Share Transfer Agent of Company.

17. The route map showing directions to reach the venue of the 45th AGM is annexed.

18. As a measure of economy, copies of Annual Report shall not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

19. MUFG Intime India Private Limited, having its office located at Noble Heights, 1st Floor, LCS Near Savitri Market, Janakpuri, New Delhi - 110058 (Tel. 011-49411000, Fax No. 011-41410591) is Registrar & Share Transfer Agent of the Company. The Shareholders can contact them for dematerialization, transmissions, communications for change of address, issue of duplicate shares, bank Mandates etc. directly.

20. Voting through electronic means:-

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on all the resolutions proposed to be considered at the 45th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") shall be provided by MUFG Intime India Private Limited (LIIPL) (RTA of the Company).

II. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period shall commence on 23rd September, 2026 at 9:00 A.M. (IST) and shall end on 27th September, 2026 at 5:00 P.M (IST) During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2026, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime India Private Limited (LIIPL) for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com/

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration

https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit". (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number(PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.

   o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.

   o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above.

5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote). Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and thecompany at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section.

C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

   2) 'Investor's Name - Enter Investor's Name as updated with DP.

   3) 'Investor PAN' - Enter your 10-digit PAN.

   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to viewthe entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have

forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2026, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in. However, if you are already registered with LIIPL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on https://instavote.linkintime.co.in or contact LIIPL at the following toll free no.: 022 - 49186000.

VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2026

VII. Mr. Girish Madan, Practicing Company Secretary (Membership No. FCS-5017) has been appointed as the Scrutinizer to scrutinize the remote e-voting process including polling papers in fair and transparent manner.

VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman. Thereafter, the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e.www.winsometextile.com and on website of LIIPL i.e. https://instavote.linkintime.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 OF GENERAL MEETINGS AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, FORMING PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING.

ITEM NO. 4

The Board of Directors, on the recommendation of Audit Committee have appointed M/s K.K. Sinha & Associates, Cost Accountants, as Cost Auditor of Company for the Financial Year 2026-2027 to conduct the Cost Audit of the Company on a total remuneration of ₹ 75,000/-(Rupees Seventy Five Thousand Only), plus GST if applicable, and out of pocket expenses, if any. According to provisions of section 148 of Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014, the remuneration of Cost Auditor is subject to the ratification by members of Company. The Board recommends the Ordinary Resolution at Items No.4 of this Notice for approval of the Members.

NOTICE OF INTEREST

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the Resolution set out at item no. 4 of the Notice.

ITEM NO. 5

The Companies (Amendment) Act, 2015 has made the use of a Common Seal optional for companies. Consequently, execution of documents by authorised signatories of the Company is legally permissible without affixing the Common Seal.

In order to align the Articles of Association with the provisions of the Companies Act, 2013, as amended, and to provide greater administrative convenience and operational flexibility, it is proposed to delete the Article no. 108 relating to the Common Seal from the Articles of Association of the Company and amend other related Article of Association , whereby Common seal has been referred to.

The proposed alteration of the Articles of Association requires approval of the members by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013.

A copy of the existing Articles of Association together with the proposed amendments shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection during the Meeting. The Board recommends the Special Resolution at Items No.5 of this Notice for approval of the Members.

NOTICE TO THE INTEREST

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the Resolution set out at item no. 5 of the Notice.

Annexure to Item No. 2 & 3 0f Notice

Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meeting with respect to Director retiring by rotation and being eligible seeking re- appointment is as under:

Name of Director	Ashish Bagrodia	Anil Kumar Sharma
Date of Birth	19.06.1970	29.06.1954
Nationality	Indian	Indian
Date of appointment on the Board	01.10.1996	13.02.2020
Director Identification Number	00047021	01157106
Qualifications	B. E. (Mech.) Hons.	MBA and B. Tech.
Experience & Expertise in specific Functional Areas	More than two decades of vast & rich experience in Textile Industry as team leader.	More than 41 years core experience in the field of marketing and administration of textile Industry.
No. of shares held in the Company as on 31.03.2025	49220 Equity Shares of ₹10/- each.	50 Equity Shares of ₹10/- each.
No. of Board Meetings attended during the year	5 out of 5	5 out of 5
Directorship held in Other Public Ltd. Companies	Confederation of Indian Textile Industry (CITI) The Cotton Textiles Export Promotion Council	Majestic Auto Limited Majestic IT Services Limited
Membership/Chairmanship of Committees held in Other Public Ltd. Companies (includes only Audit Committee & Stakeholder's Relationship Committee)	Chairmanship: NIL Membership: NIL	Chairmanship: 2 Membership: 2
Relationships between Directors inter-se	-	-
Remuneration details	Refer Corporate Governance Report	

Except Sh. Ashish Bagrodia (DIN:00047021) and Sh. Anil Kumar Sharma (DIN:01157106) and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the Resolutions set out at item no. 2 and 3 of the Notice respectively.

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date : 07.08.2026

WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647

Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : ....

Registered address : ....

Email Id : ....

Folio No. / Client ID No. : ....DP ID No. ....

I/We, being the member(s) of shares of Winsome Textile Industries Limited, hereby appoint

1. Name:... Email:...
   Address: ....
   Signature: ....or failing him / her
2. Name:... Email:...
   Address: ....
   Signature: ....or failing him / her
3. Name:... Email:...
   Address: ....
   Signature: ....or failing him / her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Monday, the 28th day of September, 2026 at 11:00 A.M. at regd. office of Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt Audited Financial Statements of the Company together with the Reports of Board of Director's and Auditor's thereon for the year ended 31st March, 2026.		
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.		
3.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as Director who retires by rotation.		
Special Business			
4.	Ratification of remuneration of Cost Auditors.		
5.	Discontinue the use of the Common Seal of the Company.		

Signed this .... day of.............................. 2026.

Affix Revenue Stamp

....

Signature of Shareholder Signature of proxy holder(s)

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the Commencement of the Meeting.
2. Incomplete Proxy Form will not be considered.

WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647

Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

ATTENDANCE SLIP

(To be presented at the entrance)

45th ANNUAL GENERAL MEETING ON MONDAY, 28TH DAY OF SEPTEMBER 2026 AT 11:00 A.M.

at Regd. Office of the Company at 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Folio No. ______________________ DP ID No. ______________ Client ID No

Name of the Member ______________________________ Signature

Name of the Proxyholder ______________________________ Signature

NOTE:

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
3. No gifts or coupons would be given to the Shareholders/Proxyholder for attending the Meeting.

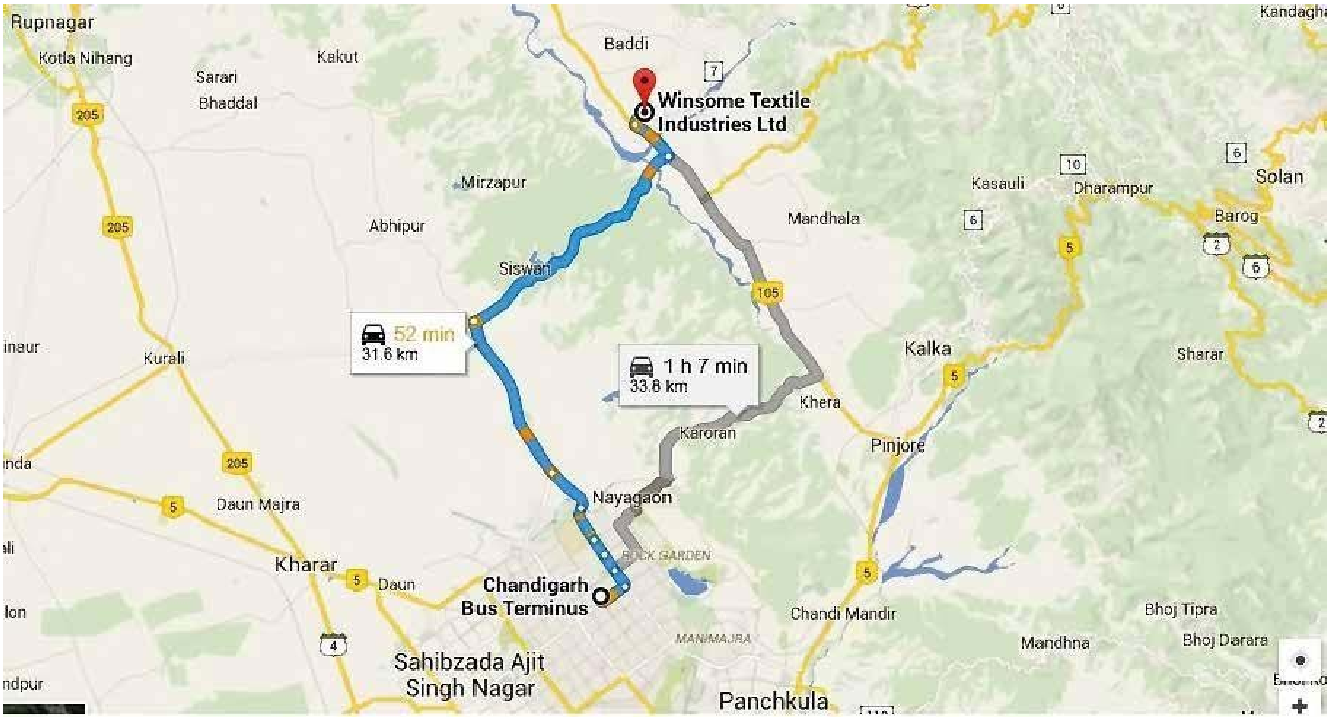
WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647

Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

Route Map



Notes

Company Information

Board of Directors

Sh. Ashish Bagrodia
Chairman and Managing Director

Smt. Manju Lakhanpal
Non-Executive Independent Director

Sh. Umesh Chander Sharma
Non-Executive Independent Director

Sh. Kapil Khanna
Non-Executive Independent Director

Sh. Akash Garg
Non-Executive Independent Director

Sh. Anil Kumar Sharma
Executive Director & CEO

Chief Financial Officer
Sh. Sanjay Kumar Kedia

Company Secretary and Compliance Officer
Sh. Videshwar Sharma

Statutory Auditors

M/s B. Chhawchharia & Co.
Chartered Accountants,
Firm Registration No. 305123E

Cost Auditors
M/s K.K. Sinha & Associates
Cost Accountants

Secretarial Auditors
Sh. Ramesh Bhatia
Practicing Company Secretary

Bankers

UCO Bank
Central Bank of India
Union Bank of India (earlier Andhra Bank)
Bank of India
Canara Bank
Bank of Baroda (earlier Vijaya Bank & Dena Bank)

Registered Office

1, Industrial Area, Baddi, Distt. Solan
(H.P.)-173205
(website: www.winsometextile.com)

Corporate Office
SCO 191-192, Sector-34-A,
Chandigarh-160022

Registrar of Share Transfer Agent
MUFG Intime India Private Limited
Noble Heights, 1st Floor, LCS
Near Savitri Market, Janakpuri, New
Delhi-110058.

Corporate Identification No. (CIN)
L17115HP1980PLC005647

RADHA MADHAV MANDIR [At Unit-I, 1, Industrial Area, Baddi, HP]

LAKSHMI NARAYAN MANDIR [At Unit -II, Village Kaundi, Baddi, HP]

winsome
Textile Industries Ltd.

REGISTERED OFFICE:
1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh, 173205

CORPORATE/ADMINISTRATIVE OFFICE:
SCO: 191-192, Sector-34A, Chandigarh, 160022

FACTORY/UNIT:
1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh
Village - Kaundi, Baddi, Distt: Solan, Himachal Pradesh
M/s Winsome Textile Industries Limited, Small Hydro Electric Project
(Manuni SHEP- Kangra), VPO Khanyara Dharamshala, Distt. Kangra, Himachal Pradesh

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