TIMEXGROUP

Timex Group India Limited
Unit No 303, 3rd Floor, Tower B,
World Trade Tower (WTT),
C-1, Sector-16, Noida - 201301,
Uttar Pradesh, INDIA
CIN : L33301DL1988PLC033434
Tel. : +91 120 474 1300
Fax : +91 120 474 1440
Website : www.timexindia.com
E-mail : feedback@timexindia.com

July 20, 2026

The Secretary
BSE Ltd.
P J Towers, Rotunda Bldg.,
Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 500414

Dear Sir,

Sub: Notice of the 38th Annual General Meeting (AGM) and Annual Report for the financial year 2025-26 – Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our letter dated July 7, 2026, intimating the schedule of the 38th Annual General Meeting (AGM) of the Company and in compliance with Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed:

1. Notice of the 38th AGM of the Company scheduled to be held on Thursday, August 20, 2026 at 4.00 PM. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) only, in compliance with relevant circulars issued by the Ministry of Corporate Affairs and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The brief details of the agenda items proposed to be transacted at the 38th AGM are given as Annexure A;

2. Annual Report of the Company for the financial year 2025-26;

The aforesaid documents have also been sent to all the Members of the Company whose email addresses are registered with the Company / Registrar and Share Transfer Agent/ Depository Participant(s). Detailed instructions for remote e-voting, participation in the AGM through VC/OAVM mode and e-voting at the AGM are provided in the Notice of the 38th AGM.

Further, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also sent a letter to shareholders, whose e-mail IDs are not registered with Company/RTA/DPs, providing the weblink of Company's website and QR Code from where the Annual Report 2025-26 including the Notice of the 38th AGM of the Company can be accessed. The Company shall send a physical copy of the Annual Report 2025-26 to those Members who specifically request for the same at investor.relations@timex.com mentioning their Folio No./ DP ID and Client ID.

The Annual Report for the financial year 2025-26 along with Notice of 38th AGM is uploaded on the Company's website, www.timexindia.com and can be accessed through the weblink https://www.timexindia.com/pdf/TIMEX_Annual_Report_2026.pdf and also on the website of National Securities Depository Limited ("NSDL"), e-voting agency at https://www.evoting.nsdl.com/.

This intimation is also being uploaded on the website of the Company.

Please take the same on record and acknowledge the receipt of the same.

Thanking you,
For Timex Group India Limited
DHIRAJ KUMAR MAGGO

Digitally signed by DHIRAJ KUMAR MAGGO
DN: c=IN, o=PERSONAL, title=0841,
2.5.4.20=b5021972622fe6652cef689da51080cc95b3bdea2b7ccf52642df8bcdcd9affa, postalCode=110035, st=Delhi,
serialNumber=21ec5f2b8c452b692ce15d146c9d4036572b370ced98d10f00fb86f8afb78f7d, cn=DHIRAJ KUMAR MAGGO
Date: 2026.07.20 12:43:57 +05'30'

Dhiraj Kumar Maggo
Vice President – Legal, HR and Company Secretary
ICSI Membership No.- F7609

Encl : As above

Annexure A

Resolution No.	Details of Business	Ordinary / Special Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Report of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To appoint a Director in place of Mr. David Thomas Payne (DIN:07504820), who retires by rotation and being eligible, offers himself for appointment.	Ordinary Resolution
3.	To confirm payment of dividend on Preference Shares of the Company	Ordinary Resolution
4.	To declare dividend on Preference Shares of the Company	Ordinary Resolution

TIMEX

TIMEX GROUP INDIA LIMITED

CIN: L33301DL1988PLC033434
Regd. Office: E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024
Tel: 011-41021297, **Website:** www.timexindia.com
Email Id: investor.relations@timex.com

Dear Shareholder(s),

Subject- Notice of 38th Annual General Meeting ('AGM') of the Members of Timex Group India Ltd. ('the Company') and Annual Report 2025-26

We are pleased to inform you that the **38th AGM** of the Members of the Company is scheduled to be held on **Thursday, August 20, 2026,** at **04:00 pm. (IST)** through Video Conferencing ('VC') facility/ Other Audio Visual Means ('OAVM').

The Notice of the 38th AGM along with the Annual Report for the financial year 2025-26 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs).

In terms of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the web-link, containing complete details of the Annual Report for the financial year 2025-26 is being sent to those Member(s) who have not registered their email address(es) with the Company/ RTA/ DPs. Accordingly, this communication is being sent to you.

You may access the soft copy of the Annual Report for the financial year 2025-26 and the Notice convening the 38th AGM by visiting the following web link:

https://www.timexindia.com/pdf/TIMEX_Annual_Report_2026.pdf

Alternatively, you can scan the QR code below to access the above documents.

We kindly request you to update your email address with the Company/RTA/DPs to ensure easy access to Company documents and records. Process to update e-mail address is given below:

a. Members holding shares in dematerialized mode are requested to contact their respective Depository Participant with whom the demat account is held.

b. Members holding shares in physical mode are requested to write to the RTA of the Company at the below address:

Name and address	Contact Details
Alankit Assignments Limited 4E/2, Alankit House, Jhandewalan Extension, New Delhi 110 055	Tele No. 011-42541234 Email: rta@alankit.com Website: www.alankit.com

We look forward to your participation at the AGM.

Thanking you,

Yours faithfully,
For Timex Group India Limited
Sd/-
Dhiraj Kumar Maggo
VP- Legal, HR and Company Secretary
ICSI Membership No- F7609

Place: Noida
Date: 13.07.2026

TIMEX

ANNUAL REPORT 2026

Timex Group India Limited


A Legacy
Of Modernity
TIMEX
Atelier
AUTOMATIC
200M/660Ft
SWISS MADE
TIMEX
Atelier

TIMEXGROUP

Board of Director(s)	David Thomas Payne	Non-Executive Director & Chairman
	Deepak Chhabra	Managing Director
	Meeta Makhan (Ms.)	Non-Executive & Independent Director
	Sanjeev Kumar	Non-Executive & Independent Director
	Dhanashree Ajit Bhat(Ms.)	Non-Executive & Independent Director
	Marco Zambianchi	Non-Executive Director

CFO Amit Jain

VP-Legal, HR & Company Secretary Dhiraj Kumar Maggo

Bankers
J.P. Morgan Chase Bank NA
DBS Bank India Limited

Auditors
Deloitte Haskins & Sells LLP.,
Chartered Accountants

Registered Office
E-10, Lower Ground Floor Lajpat Nagar-III
New Delhi – 110024

Corporate Identification Number (CIN) L33301DL1988PLC033434

Website www.timexindia.com

Works
Plot No.10
Baddi Industrial Area
Katha Bhatoli
Baddi, Distt. Solan (H.P)

Share Registrar & Transfer Agent
Alankit Assignments Limited
4E/2, Alankit House
Jhandewalan Extension
New Delhi 110 055
Tel.: 011-42541234, Fax: 011 -42541967
Email: rta@alankit.com
Website: www.alankit.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Eighth Annual General Meeting of the Members of TIMEX GROUP INDIA LIMITED will be held on Thursday, August 20, 2026, at 4:00 p.m. through Video Conferencing (VC)/ Other Audio-Visual means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, and the Report of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. David Thomas Payne (DIN:07504820) who retires by rotation and being eligible, offers himself for appointment.

3. To confirm payment of dividend on Preference shares of the Company as under:

   (a) **"RESOLVED THAT** dividend at the rate of Rs. 1.388 per share on 13.88%, 2,29,00,000 Cumulative Redeemable Non-Convertible Preference Shares of face value Rs. 10 each, as declared by the Board of Directors for the financial years ended March 31, 2021 to March 31, 2024, amounting to Rs. 12,71,40,800 comprising of Rs. 3,17,85,200 for each year and paid to the preference shareholder(s) whose name(s) appeared in the Register of Preference shareholders as on the Record Date fixed for this purpose, i.e., Monday, November 3, 2025, be and is hereby confirmed."

   (b) **"RESOLVED THAT** dividend at the rate of Rs. 1.388 per share on 13.88%, 2,29,00,000 Cumulative Redeemable Non-Convertible Preference Shares of face value Rs. 10 each, as declared by the Board of Directors for the period from April 1, 2025 to March 20, 2026 (being the maturity date), amounting to Rs. 3,08,27,290 and paid to the preference shareholder(s) whose name(s) appeared in the Register of Preference shareholders as on the Record Date fixed for this purpose, i.e., Friday, March 20, 2026, be and is hereby confirmed."

4. To declare dividend on Preference shares of the Company.

   "RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend to Timex Group Luxury Watches B.V., amounting to Rs. 22,500 i.e. Rs. 0.009 per share on 0.09%, 25,00,000 Non-Cumulative Redeemable Non-Convertible preference shares of the face value of Rs. 10 each for the financial year ended on March 31, 2026 out of the profits for the year ended on March 31, 2026.

   RESOLVED FURTHER THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend to Timex Group Luxury Watches B.V., amounting to Rs. 14,00,00,000 comprising of Rs. 1,75,00,000 each for eight financial years from FY 2018-19 to FY 2025-26 i.e. Rs. 0.5 per share on 5%, 3,50,00,000 cumulative redeemable non-convertible preference shares of the face value of Rs. 10 each for the financial year ended on March 31, 2026 and also for the financial years ended on March 31, 2019 to March 31, 2025 towards unpaid accumulated dividend liability out of the profits for the year ended on March 31, 2026.

   RESOLVED FURTHER THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend to Timex Group Luxury Watches B.V., amounting to Rs. 4,20,74,861 comprising of Rs. 1,27,10,952 for the FY 2024-25 (on pro-rata basis) and Rs. 2,93,63,909 for the FY 2025-26 i.e. Rs. 1.075 per share on 10.75%, 2,73,15,264 Cumulative Redeemable Non-Convertible Preference Shares of the face value of Rs. 10 each for the financial year ended on March 31, 2026 and also for the financial year ended on March 31, 2025 (on pro-rata basis)towards unpaid accumulated dividend liability out of the profits for the year ended on March 31, 2026."

By Order of the Board of Directors
For and on behalf of Timex Group India Ltd

Sd/-
Dhiraj Kumar Maggo
VP - Legal, HR & Company Secretary
Membership No. F7609

Dated: May 26, 2026

Registered Office:
E-10, Lower Ground Floor,
Lajpat Nagar-III, New
Delhi-110024
CIN: L33301DL1988PLC033434

NOTES

1. Pursuant to the General Circular numbers 03/2025, 09/2024, 09/2023, 10/2022, 2/2022, 21/2021, 19/2021, 02/2021, 20/2020, 17/2020, 14/2020 issued by the Ministry of Corporate Affairs (MCA), companies are permitted to hold their Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue. In compliance with the aforesaid Circulars, the AGM of the Company is being held through VC/OAVM.

The deemed venue for the 38th AGM will be E-10, Lower Ground Floor, Lajpat Nagar- III, New Delhi - 110024.

Pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has been permitted to dispense with the requirement of dispatching physical copies of the Annual Report. However, in terms of Regulations 36(1)(c) of the Listing Regulations, physical copies of the Annual Report shall be sent to those Members who specifically request the same.

Further, a communication containing the web link of the Annual Report shall be sent to those Members whose email addresses are not registered with the Company.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the MCA Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.

3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").

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

5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.

6. The Dividend as recommended by the Board of Directors of the company, if approved by the members of the company would be paid on or before 30 days from the declaration of the dividend subject to deduction of tax at source in accordance with the applicable rates.

In terms of the provisions of the Income Tax Act, 1961, as amended by the Finance Act 2020, a dividend paid or distributed by the company on or after April 01, 2020, shall be taxable at the hands of the shareholders. The rates of TDS would depend upon the category and residential status of the members.

7. In terms of provisions of Section 124 and other applicable provisions of the Companies Act, 2013 the amount of dividend which remains unpaid or unclaimed within seven years from the date of its transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) established by Central government.

Further, pursuant to Section 124(6) of the Act read with relevant rules of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF. Company would be sending individual communications to all such shareholders whose dividend has not been paid or claimed for any year during the said seven consecutive years requesting them to claim their dividend before the due date of transfer failing which their shares would be transferred to the IEPF. The Shareholders whose shares are transferred to the IEPF Authority can claim their shares back from such authority by filing form IEPF-5 and following such procedures as may be prescribed in the IEPF Rules from time to time

8. The Register of Members and Share Transfer Books of the Company will remain closed from August 18, 2026, to, August 19, 2026 (both days inclusive).

9. Relevant information, in terms of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Director retiring by rotation and proposed to be re-appointed is annexed to this Notice.

10. In Compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Secretarial Standards on General Meeting (SS-2) issued by the ICSI and Regulation 44 of the SEBI Listing Regulations and the Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically through e-voting services provided by NSDL, on all resolutions set forth in this notice (Remote e-voting). Additionally, the facility of voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The Manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of the notice.

11. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their depository participant(s)

with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate changes, if any, in their Registered Address along with Pin Code Number and the bank details immediately to the Registrar and Share Transfer Agent, M/s Alankit Assignments Limited.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection electronically by the members during the AGM. All documents referred in the Notice will be available without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 20,2026. Members seeking to inspect such documents can send an email to investor.relations@timex.com.

13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

14. In compliance with the Circulars, the Annual Report 2026, the Notice of the 38th Annual General Meeting and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

15. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2026 will also be available on the Company's website, www.timexindia.com. website of BSE Limited at www.bseindia.com and on the website of NSDL https://www.evoting.nsdl.com for their download.

    The Shareholder of the Company may request physical copy of the Annual Report from the Company by sending a request at investor.relations@timex.com in case they wish to obtain the same.

16. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, M/s Alankit Assignments Limited at rta@alankit.com to receive copies of the Annual Report 2026 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report and for procuring user ID / password for e-voting on the resolutions set out in the Notice:

    a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@timex.com.

    b. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@timex.com.

17. Securities and Exchange Board of India ("SEBI"), vide its Master Circular dated February 6, 2026, has made it mandatory for the security holders (holding securities in physical form) to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. In case of non-updating of aforesaid documents/ details, the shareholder shall be eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents/ details. Also, such shareholders shall be eligible for any payment including dividend etc. only through electronic mode upon furnishing all the aforesaid details in entirety, except for nomination details. The formats for Nomination and Updating of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the website of the Company at www.timexindia.com. Members holding shares in physical form are requested to intimate such changes to Company's RTA [through Form ISR-1, Form ISR- 2 and Form ISR-3 (as applicable)]. Members holding shares in physical form are requested to intimate/update such details with the Company's RTA by submitting the aforesaid forms (as applicable). Members holding shares in dematerialised form are requested to approach their respective Depository Participants ("DPs") for furnishing PAN, nomination, contact details, bank account details and specimen signature, including completion of nomination formalities. The changes intimated to the DPs will be automatically reflected in the Company's records.

18. Pursuant to Regulation 40 of the SEBI Listing Regulations, as amended, transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised form. Further, SEBI, vide its aforesaid master circular dated February 6, 2026, has clarified that listed companies shall, with immediate effect, issue the securities only in dematerialised form while processing investor service requests such as issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, etc. It is further noted that any service request shall be processed only after the folio is KYC compliant. In view of the above and to eliminate all risks associated with holding physical shares, Members are advised to dematerialise their shareholding. Accordingly, Members are requested to submit duly filled and signed Form ISR-4 while making service requests. The relevant details and forms prescribed by SEBI in this regard are available on the website of the

Company at www.timexindia.com for the information and use of shareholders.

To facilitate ease of investing for holders of securities in physical form, and in line with SEBI circulars, the Company has opened an additional special window for a period of one (1) year, from February 5, 2026 to February 4, 2027, for lodgement of transfer deeds and dematerialisation of physical securities. This window is applicable to physical securities that were sold or purchased prior to April 1, 2019 or were earlier rejected, returned, or left unprocessed due to deficiencies in documentation, procedural requirements, or for any other reason. The securities so transferred shall be mandatorily credited to the transferee in dematerialised form only and shall remain under lock-in for a period of one year from the date of registration of transfer. Such securities shall not be transferred / lien -marked / pledged during the said lock-in period. It is clarified that the claimant must have the original security certificate and such securities should not have transferred to Investor Education and Protection Fund for any reason.

19. SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian securities market. After exhausting the options to resolve their grievances directly with Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the smart ODR portal. Link to smart ODR portal is https://smartodr.in/login

20. The Voting period begins on August 16, 2026 at 09:00 AM and ends on August 19, 2026 at 5:00 PM. During this period Members, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. August 13, 2026, may cast their vote electronically. The Remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of the Members shall be in proposition to their share of the paid-up equity share capital of the Company as on the cut-off date August 13, 2026.

21. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

22. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 13, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

23. Mr. Neelesh Kumar Jain, Proprietor, M/s N.K.J. & Associates, Company Secretaries, (Membership Number FCS 5593, Certificate of Practice No. 5233), has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through Remote e-voting and voting cast on the date of AGM in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated report of the total votes casted in favour of or against, if any, within two working days from conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman shall declare the result of the voting forthwith. The result of remote e-voting and voting during the AGM on the resolution shall be aggregated and declared on or after the AGM of the Company. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM. The result, along with Scrutinizers Report will be placed on the Company's website, www.timexindia.com, and on the website of NSDL immediately after the result is declared by the Chairman or by any other person authorised by the Chairman, and the same shall also be communicated to the BSE Ltd.

24. Shareholders, who would like to express their views/ have questions may send their questions in advance, at least 48 hours before the commencement of the meeting, mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@timex.com. Such questions by the members shall be taken up during the meeting or replied within 7 days from AGM date by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor.relations@timex.com at least 48 hours before the commencement of the Meeting. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on August 16, 2026 at 09:00 AM and ends on August 19, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 13, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 13, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional Shareholders (i.e, other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by e-mail to nkj@nkj.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e, other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Power of attorney / Authority Letter" displaying under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forget User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com. or call on.: 022-4886 7000 or send a request to Pallavi Mhatre-Deputy Vice President, -NSDL at evoting@nsdl.com

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

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Registered Office:
E-10, Lower Ground Floor,
Lajpat Nagar-III, New Delhi-110024
CIN: L33301DL1988PLC033434

By Order of the Board of Directors
For and on behalf of Timex Group India Ltd

Sd/-
Dhiraj Kumar Maggo
VP - Legal, HR & Company Secretary
Membership No. F7609

Dated: May 26, 2026

ANNEXURE TO ITEM NO. 2 OF THE NOTICE
Details of Director seeking appointment at the 38th Annual General Meeting
(In pursuance of Secretarial Standards - 2 on General Meeting and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	**Mr. David Thomas Payne**
DIN	07504820
Date of birth/ age	26 July 1971/54 years
Nationality	United State of America
Qualifications	Bachelor of Science degree in Computer Science from the University of Alabama, and a Juris Doctor degree from Washington & Lee University School of Law.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Mr. David Thomas Payne is Senior Vice President, General Counsel, HR and Corporate Secretary for Timex Group, specializing in licensing, employment law, employee benefits, corporate finance, international distribution, advertising and trademark law. Since joining Timex Group in 2001, Mr. Payne has advised the company in significant transactions including the negotiation of license agreements with major fashion and luxury brands, mergers and acquisitions and bank financing agreements, as well as representing the company in litigation and environmental matters. Prior to joining Timex, Mr. Payne represented employers in commercial and employment litigation, and secured creditors in bankruptcy proceedings.
Terms and conditions of re-appointment	Proposed to be re-appointed as Non-Executive Non-Independent Director, liable to retire by rotation
Remuneration last drawn (including sitting fee, if any)	Nil
Remuneration sought to be paid	Nil
Date of first appointment on the Board	April 20, 2018
Date of last re-appointment	Not Applicable
Shareholding (including beneficial ownership) in Timex Group India Limited as on March 31, 2026	Nil
Relationship with other directors, key managerial personnel of the Company	Nil
Number of Board Meetings attended for the FY 2025-26	7 out 7 Board meetings
Name of Companies in which he/ she holds directorship	• BTX, Inc. • Daniel Wellington AB • Indiglo Corporation • Ingersoll Watch Company • Sequel eCommerce, Inc. (f/k/a U.S. Time, Inc.) • Sequel International, Inc. • Tiempo S.A. de C.V. • Time Factory, Inc.

Name	**Mr. David Thomas Payne**
	• Time Master Watches and Accessories Private Limited • Timex (Shanghai) Trading Co. Ltd. • Timex Espana S.A. • Timex Group Canada, Inc. • Timex Group Customer Service Europe GmbH • Timex Creative Lab S.r.l. (f/k/a Timex Group Italia S.r.l.) • Timex Group Luxury Watches B.V. • Timex Group USA, Inc. • Timex Licensing Corporation • Timex Limited • Timex Nederland B.V. • Timex Pension Trustee Company Limited • Timex Resources Limited • Timex Trustee Corporation • Timex.com, Inc. • Timexpo Corporation • TMX Limited N.V. • TMX Manufacturers B.V. • TMX Philippines, Inc. • TX Group Europe Limited • TX Watch Company, Inc • U.K. Time Manufacturing, Ltd. • Vertime B.V.
Name of Committees of other Indian Companies in which he/she holds Membership	None
Name of Companies in which he/ she has resigned in the past three years	None

DIRECTORS' REPORT

To the Members of Timex Group India Limited

The Directors are pleased to present the Thirty-eight Annual Report and Audited Statement of Accounts for the year ended 31st March 2026.

FINANCIAL RESULTS AND PERFORMANCE

(Rs. in Lakhs)

FINANCIAL RESULTS	2025-26	2024-25
Revenue from operations (including other income)	80,063	53,982
Profit before Interest and Depreciation	11,614	4,968
Less: Interest	549	361
Less: Depreciation	340	330
Profit before exceptional items and tax	10,725	4,277
Exceptional items- Impact of New Labour Codes	531	-
Profit before tax	10,194	4,277
Tax expense	2,650	1,135
Profit after tax	7,544	3,142
Total comprehensive income	**7,551**	**3,145**

The Company sustained its growth momentum and delivered a strong performance during Financial Year 2025–26. Revenue from operations (including other income) stood at a record all-time-high level of Rs. 80,063 lakhs, reflecting a year on year growth of 48%. Profit before tax increased to Rs. 10,194 lakhs, registering a growth of 138% over the previous financial year.

The Company delivered strong acceleration in business performance during the year, reflecting the cumulative impact of strategic initiatives undertaken over the past several years. Growth was driven by a deliberate focus on expanding the Timex Group portfolio, alongside the continued strength of our fashion brands, supported by a richer mix of aspirational domestic and international offerings. Brand engagement was further enhanced through sharper consumer storytelling and differentiated marketing programmes. The Company strengthened its footprint across channels and touchpoints, improved productivity within the existing network, and continued to benefit from the scale, capabilities, and deep domain expertise of its parent organisation, which brings over 170 years of global leadership in watch design, manufacturing, and retail execution.

A calibrated, multi channel growth strategy enabled the Company to unlock opportunities across all routes to market in parallel. The trade channel, comprising distributors, dealers, branded showrooms, and key accounts, remained the largest revenue contributor and a key driver of overall growth. Performance was further supported by the continued expansion of the e commerce channel, rising traction in the luxury segment aided by premiumisation, stronger contributions from Timex international collections, an enhanced retail presence, and sustained momentum in fashion and luxury brands. Select tactical marketing interventions provided incremental upside. In parallel, the e commerce and OEM businesses contributed meaningfully to profitability and cash generation, reinforcing the overall financial resilience of the Company.

During the year under review, the business environment was influenced by several macro economic challenges, including heightened global geopolitical risks such as trade related tariffs, regional tensions between India and Pakistan, ongoing Russia Ukraine conflict, the Israel Palestine situation, and geopolitical developments involving the US, Israel and Iran. These factors, together with a steep increase in gold and silver prices, currency volatility, moderation in capital inflows, trade disruptions and an increase in raw material costs, impacted overall business conditions. While inflation showed signs of moderation and monetary policy entered an easing cycle, the transmission of lower rates to borrowing costs remained gradual. Despite these headwinds, the Company managed the associated risks through prudent planning and disciplined execution and continues to closely monitor macro economic developments to take timely and appropriate actions as required.

During this year, the Company continued to execute its strategy of strengthening analog watches as its core offering, while leveraging smart technology products to drive incremental growth. We remain confident that our well balanced and comprehensive product portfolio, encompassing strong and widely recognised brands across the value spectrum, will further reinforce the core analog business. While Timex continues to be our flagship brand and principal revenue contributor, we expect accelerated growth in the entry segment led by brands such as Helix and TMX. In addition, our diversified portfolio of fashion and luxury brands, including Guess, Gc, Versace, Aston Martin, Nautica, Furla, Adidas Originals, Philipp Plein, Plein Sport, UNLTD. and Ferragamo, positions us well to expand our market presence and offer consumers a broad and compelling range of choices across these segments.

In an environment characterised by evolving consumer expectations, gradual premiumisation, and sustained competitive intensity, the Company has continued to strengthen its market position through disciplined execution and a product-led approach. The Indian consumer continues to demonstrate increasing discernment-seeking products that are not only functional but also expressive of personal identity, design sensibility, and long-term value. Against this backdrop, the Company has aligned its product, brand, and portfolio strategies to remain relevant across a wide spectrum of consumers, from first-time buyers to enthusiasts seeking elevated offerings.

Performance during the year has been supported by a robust pipeline of new product introductions, strengthening of core franchises, and continued investment in design and development capabilities. A defining theme has been the calibrated execution of an accelerated premiumisation strategy, balanced by a sustained and deliberate focus on maintaining competitiveness within the mid-price segment.

The Company remains guided by its core philosophy of delivering products that combine design integrity, functional reliability, and enduring value. This philosophy informs all aspects of product development and portfolio management, ensuring that each offering—irrespective of price point—reflects a consistent standard of quality and thoughtfulness.

A key strategic milestone during the year was the launch of Timex Atelier, a Swiss made collection positioned in the premium accessible luxury segment. The Atelier range represents a deliberate elevation of the Timex proposition, combining Swiss automatic movements, refined case architecture and superior finishing standards. This initiative marks a clear step change in product execution and reinforces the brand's capability to compete credibly in higher value segments.

The design philosophy of Timex Atelier is defined by restraint and precision, with emphasis on proportion, balance and understated detailing. The collection prioritises quality of construction and material integrity over transient design trends, ensuring enduring relevance and aligning with the Company's long term focus on longevity and wearability.

Strategically, the introduction of Timex Atelier establishes a premium halo across the broader Timex portfolio, strengthening brand equity and enhancing overall perception. By demonstrating capability in Swiss made craftsmanship and elevated design, the Company has expanded the brand's appeal among aspirational consumers and watch enthusiasts.

Initial market response to the collection has been encouraging, with early launches generating strong interest across channels and contributing to improved premium brand consideration, indicating a measured but meaningful shift in brand perception.

Further, the year under review was defined by a sustained and disciplined cadence of new product introductions, reflecting the Company's commitment to innovation and product mastery. The Company's approach to product development is structured around a deep understanding of consumer behaviour, design trends, and functional requirements. Each product is conceived not merely as an incremental addition, but as a considered response to a specific use case, aesthetic preference, or market opportunity.

The Company introduced a wide range of products across its portfolio, spanning entry-level, mid-price, and premium segments. These introductions were characterised by a consistent emphasis on design clarity, functional integrity, and material quality.

Key areas of product development included:

- Expansion of mechanical offerings, with a broader range of automatic watches featuring improved movement finishing and visibility
- Enhanced multifunctionality, incorporating chronograph and GMT capabilities across select collections
- Material upgrades, including premium stainless-steel grades, sapphire-coated crystals, and refined strap options
- Advanced dial construction, featuring layered designs, improved textures, and enhanced legibility

The introduction of Timex 'Signio' represents a notable addition to the portfolio. Positioned within the men's occasion-wear segment, the collection combines refined aesthetics with structural precision. Its sub-segments-automatic, ultra-slim, and multifunction-are designed to cater to varying consumer preferences while maintaining a cohesive design identity.

Similarly, Timex 'Vector' continued to evolve as a performance-driven collection. The introduction of new models within this franchise emphasised robustness, technical detailing, and contemporary styling, appealing to consumers seeking a more assertive design language.

Across all product introductions, the Company has demonstrated a commitment to product mastery-with design, engineering, and manufacturing converge to create offerings that are both functional and aesthetically compelling.

Product design and development remain at the core of the Company's strategy and represent its most enduring source of differentiation. The Company's design philosophy is rooted in the principle of timeless relevance-creating products that are informed by heritage yet responsive to contemporary sensibilities. This approach allows the Company to remain aligned with current trends without becoming dependent on them.

During the year, the Company continued to invest in strengthening its design and development capabilities. This included enhancements in design processes, closer integration between design and engineering teams, and improved coordination with sourcing and manufacturing functions.

Design innovation has been driven by a structured approach that emphasises:

- Precision in proportion and form, ensuring visual balance and ergonomic comfort
- Material integrity, enhancing both durability and perceived quality
- Clarity in design language, enabling strong differentiation across collections

A defining strength of the Company lies in its ability to deliver design excellence across price points. Whether within premium offerings such as Atelier or within more accessible collections, there is a consistent emphasis on thoughtful detailing, refined construction, and usability.

This capability is particularly significant in the Indian market, where consumers increasingly expect elevated design even within mid-range price segments. The Company's integrated approach to design and manufacturing enables it to meet these expectations effectively, reinforcing its position as a design-led organisation.

The Company's portfolio is structured around a set of clearly defined franchises, each serving as a distinct pillar of growth. During the year, established franchises such as 'Q Timex', 'Marlin', 'Waterbury', 'Fria', and 'Expedition' continued to perform in line with expectations, supported by sustained consumer demand and ongoing product refresh.

- 'Marlin' remains emblematic of classic design, drawing from mid-century influences
- 'Waterbury' reflects traditional craftsmanship and everyday reliability
- 'Q Timex' continues to reinterpret archival designs for contemporary audiences
- 'Fria' strengthens the Company's presence in the women's segment
- 'Expedition' caters to functional and utility-driven requirements

The Company further expanded its portfolio through newer franchises. Timex 'Vector' has established itself as a performance-oriented collection, characterised by bold design and technical detailing. Timex 'Signio' introduces a new dimension within the men's segment, focusing on occasion-based consumption and refined aesthetics.

Together, these franchises provide a structured and scalable framework for growth, enabling the Company to address diverse consumer needs while maintaining clarity in positioning.

While premiumisation remains a key focus area, the Company continues to maintain a strong and deliberate emphasis on the mid-price segment, which remains central to both volume growth and market relevance. This segment is characterised by high competition and increasing consumer expectations. The Company's ability to compete effectively is supported by its design expertise, manufacturing capabilities, and disciplined product development processes.

The strategy within this segment is centred on:

- Delivering design-led differentiation at accessible price points
- Maintaining frequent and relevant product refresh cycles
- Leveraging scale efficiencies in sourcing and production

By combining design innovation with operational discipline, the Company has been able to sustain its competitive edge within this segment, ensuring continued relevance among a broad consumer base.

The Company continued to expand its market reach through a combination of channel development, brand initiatives, and portfolio diversification. Efforts during the year included strengthening direct-to-consumer channels, enhancing digital engagement, and expanding retail presence. The Company's approach to market expansion remains inclusive.

- 'TMX' operates as the Company's budget-oriented brand, focused on delivering affordability, consistent variety, and dependable value. Its strategy remains anchored in continuous product refresh and value addition.
- 'Helix' is positioned as the Company's youth-focused brand, with a strong emphasis on experimentation, styling, and contemporary design. It enables the Company to engage with younger consumers and explore evolving trends.

Together, these brands support expansion across diverse consumer segments.

During the year, the Company continued to leverage collaborations, archival reissues, and product storytelling as strategic tools to enhance brand visibility and consumer engagement. A key focus area was the premiumisation of heritage, with initiatives aimed at elevating core product lines into the accessible luxury segment. The introduction of the Timex Atelier series formed a central part of this effort, supported by continued refinement of design and materials across collections.

Collaborations during the year included partnerships with MM6 Maison Margiela, NOAH, The James Brand, and Jacquie Aiche, each bringing a distinct design perspective and enabling the Company to engage with new audiences.

The premium fashion and luxury watch category remains a key growth engine within the broader market landscape, supported by evolving consumer aspirations, higher spending power and increasing familiarity with international brands. Against this backdrop, the Company's diversified portfolio of globally recognised fashion and lifestyle brands provides a strong foundation to scale further and enhance participation in this value accretive segment. During the year, momentum was built through a coordinated set of initiatives, including selective range refreshes, sharper lifecycle and assortment planning, focused promotional activity, wider retail presence, strategic partnerships, brand led launch activations, influencer driven engagement and strengthened in store visual presentation.

Within this portfolio, Guess and Gc delivered a particularly robust performance, reflecting sustained demand for contemporary international fashion watches. Guess further elevated its brand relevance by expanding its design language across genders, introducing distinctive aesthetic elements and refining overall collection coherence. Continuous upgrades to key ranges ensured design freshness and commercial strength, with flagship men's lines such as Phoenix and Headline remaining pivotal contributors.

Gc continued to advance its positioning in the premium fashion space through bold design cues and a consistent flow of new introductions. The emphasis on differentiated case forms and elevated styling resonated well with consumers, enabling the brand to maintain growth momentum while reinforcing its appeal within the accessible luxury segment.

The GUESS Jewellery business continues to benefit from favourable structural trends in the accessories market, including elevated gold prices, increasing participation of women in the workforce and a growing preference among younger consumers for fashion forward yet accessible jewellery. Leveraging the brand's strong global fashion credentials and lifestyle relevance, GUESS Jewellery is well positioned to address rising demand across urban and aspirational markets and to scale its presence within this expanding category.

During the year, the Company successfully introduced Aston Martin watches into the Indian market, strengthening its presence in the premium automotive inspired lifestyle segment. The collection, characterised by distinctive design, precision engineering and strong brand storytelling, has been well received by consumers seeking aspirational and performance-led timepieces. Early market response has been encouraging, with healthy traction across key urban markets and premium retail channels. The brand's clear positioning, supported by focused distribution and targeted marketing initiatives, has enabled Aston Martin watches to register a strong start and contribute positively to the growth of the Company's fashion and luxury portfolio in India.

Versace watches delivered a strong performance during the year, reinforcing their position within the Company's luxury portfolio. The brand continued to attract consumers seeking bold design, distinctive aesthetics and strong brand heritage, resulting in sustained demand across key premium channels. Supported by a compelling product lineup, effective brand positioning and focused retail execution, Versace achieved healthy growth and enhanced visibility in luxury conversations. The brand's performance during the year underscores its relevance in the high end fashion watch segment and its positive contribution to the Company's overall luxury segment performance.

Along with its continued strong presence in the analog watch segment, the Company sustained its engagement with digitally inclined consumers through a selective and focused smart product portfolio, ensuring ongoing relevance in this evolving category. The Indian smartwatch market experienced a slowdown during 2025, primarily due to saturation at the entry level and more cautious consumer spending. Notwithstanding these market conditions, Timex remains committed to the smart category and continues to view it as a medium to long term growth opportunity.

During the year, the Company maintained momentum in product development and expanded its offerings under the *iConnect* by Timex and Timex Smart portfolios. New launches emphasised enhanced design aesthetics, improved feature sets and a more seamless consumer experience, reinforcing the brand's preparedness for future growth as market conditions evolve.

Offline retail continued to be the principal sales channel for smartwatches; however, the Company actively strengthened its omnichannel strategy through partnerships with leading e commerce platforms to build scale and visibility online. In addition, distribution reach was broadened by introducing select smartwatch models across military canteens, further extending access to diverse consumer segments and supporting incremental growth opportunities.

During the year under review, the business performance was reinforced through targeted brand building initiatives, with enhanced marketing spends focused on elevating Timex's visibility and effectively communicating its refreshed global brand positioning. Marketing played a strategic role in building long-term brand equity, reinforcing relevance in the fashion and lifestyle space, and anchoring Timex's global philosophy of "analog life, Make Time Yours" narrative. The focus through the year was not only on visibility, but on shaping culturally resonant brand experiences that aligned with evolving consumer values and aspirations.

To deepen participation in the fashion and lifestyle ecosystem, the Company curated a series of strategic, high-impact engagements across key markets including Mumbai, Bangalore, Delhi, and Goa. These platforms enabled immersive brand storytelling, strengthening engagement with younger, style-conscious consumers while expanding relevance among media and influencer communities.

A significant milestone was the collaboration with ELLE India for The ELLE List, a marquee, celebrity-led awards platform in Mumbai. This association provided strong visibility for Company's portfolio in a high-credibility environment, reinforcing Company's premium and style-forward positioning among leading voices across fashion, entertainment, and culture.

The year also marked Timex's third consecutive association with India Beach Fashion Week (IBFW). Building on prior momentum, the partnership was elevated through a dedicated designer showcase that brought the 'analog life' philosophy to life on the runway. The activation encouraged a renewed appreciation for meaningful moments and personal expression, reinforcing "Make Time Yours" as a core cultural narrative rather than a standalone campaign.

Targeted editorial and celebrity-led collaborations remained central to strengthening brand salience within premium media environments. Timex partnered with ELLE for a digital cover featuring Pooja Hegde, while Guess watches and jewellery collaborated with Masoom Minawala in association with *Travel + Leisure*, reinforcing their global fashion credentials. Philipp Plein extended its bold, premium positioning through an editorial collaboration with Bobby Deol in partnership with ELLE.

For Versace, the focus was on building local resonance through a carefully selected celebrity partnership. Bhumi Pednekar was engaged as a short-term brand ambassador for the festive season, fronting the campaign and lending contemporary elegance and strong cultural relevance aligned with the brand's global identity.

Product innovation during the year was anchored in premium storytelling and distinct design perspectives. This was delivered through high-profile collaborations spanning fashion, design, pop culture, and gaming, including partnerships with MM6, Jacquie Aiche, The James Brand, *The New Yorker, Superman, Wednesday, Monopoly*, and Fortnite. Each collaboration added narrative depth to the portfolio while attracting newer consumer cohorts.

A defining moment in the Company's premiumisation journey was the introduction of the Timex Atelier collection, representing Timex's most elevated expression of craftsmanship, design, and horological capability to date. Evolving from the Giorgio Galli series, Atelier marks Timex's entry into the modern luxury segment, combining refined aesthetics, advanced mechanical movements, and Swiss-made precision. The collection signals a clear strategic intent to participate credibly in the global luxury watch landscape.

The launch of the Aston Martin watch collection further strengthened this trajectory, marking the Group's entry into the performance-led luxury category. Inspired by iconic automotive engineering, the collection blends technical precision with refined design, reinforcing the depth of our licensed brand portfolio.

Within licensed lifestyle categories, the successful launch of Guess Jewellery extended the brand's proposition beyond watches. Marketing efforts across licensed brands were supported through targeted campaigns and selective celebrity associations, driving visibility and desirability across defined consumer segments.

Responding to changing consumption and fulfilment expectations, the Company entered the quick commerce ecosystem during the year. Partnerships were established with Flipkart Minutes, Myntra Now, Swiggy Instamart, and Zepto. While still an emerging channel for the category, quick commerce provides an opportunity to drive impulse-led purchases, improve accessibility, and strengthen urban market penetration through faster, on-demand delivery.

PR and influencer programs continued to serve as strategic enablers of brand relevance. Carefully curated experiences and collaborations were deployed to build cultural credibility, extend reach, and deepen emotional affinity across platforms.

Just Watches remained a critical pillar within the Company's brand ecosystem, integrating physical retail, digital presence, and social engagement. The platform supported key launches, amplified campaigns, and delivered premium consumer experiences. The continued strategic focus remains on strengthening Just Watches as the destination of choice for premium and luxury timepieces through differentiated storytelling, influencer partnerships, and brand-led activations.

Overall, the year's marketing initiatives reflect a clear strategic shift toward premiumisation, cultural relevance, and experience-led brand building, ensuring that the Company's brands remain not only visible but meaningfully aligned with evolving consumer aspirations.

The Company's integrated operating model, encompassing advanced manufacturing infrastructure, in house product design and development capabilities, robust supply chain management, and comprehensive after sales support, has enabled the OEM segment to scale as a distinct and meaningful business vertical. This end to end capability has driven operational leverage while strengthening strategic, long term collaborations with marquee brand partners. During the year, the Company acted as an OEM partner to Flipkart, supporting several leading consumer brands. Looking ahead, the Company intends to further expand its OEM footprint through focused market development and partnership led growth initiatives.

DIVIDEND

During the year under review, the Company paid dividend amounting to Rs. 25,33,46,190 on two tranches of preference shares. This payment was towards the old accumulated unpaid dividends as well as the current year dividends till the date of maturity of one tranche of preference shares that matured during the year. The details of dividend paid during the year is given below:

(A) dividend was paid with the approval of equity shareholders in their 37th Annual General Meeting ("AGM") on two tranches of preference shares i.e. (i) dividend at the rate of Rs. 0.009 per share on 0.09% non-cumulative redeemable non- convertible preference shares amounting to Rs. 22,500 for the FY 2024-25 and (ii) dividend at the rate of Rs. 1.388 per share on 13.88% cumulative redeemable non- convertible preference shares amounting to Rs. 9,53,55,600 comprising of Rs. 3,17,85,200 each for the FY 2024-25, FY 2018-19 and FY 2019-20, with a view to pay off part of unpaid accumulated dividend out of available distributable profits.

(B) dividend was declared and paid by the Board of Directors in their meeting held on November 4, 2025 on one tranche of preference shares i.e. dividend at the rate of Rs. 1.388 per share on 13.88% cumulative redeemable non- convertible preference shares amounting to Rs. 12,71,40,800 comprising of Rs. 3,17,85,200 each for the FY 2020-21 to FY 2023-24, with a view to pay off all unpaid accumulated dividend on this tranche out of available distributable profits.

(C) dividend was declared and paid by the Board of Directors in their meeting held on March 20, 2026 on one tranche of preference shares i.e. dividend at the rate of Rs. 1.388 per share on 13.88% cumulative redeemable non- convertible preference shares amounting to Rs. 3,08,27,290 on a pro-rata basis from April 1, 2025 till date of maturity i.e. March 20, 2026.

The above dividends as per (B) and (C) paid during the year will be put up to the equity shareholders in their 38th AGM for confirmation.

Further, the Board of Directors has, in its meeting held on May 26, 2026, recommended final dividend on preference shares as under:

(i) dividend at the rate of Rs. 0.009 per share on 0.09% non-cumulative redeemable non- convertible preference shares amounting to Rs. 22,500 for the FY 2025-26,

(ii) dividend at the rate of Rs. 0.5 per share on 5% cumulative redeemable non- convertible preference shares amounting to Rs. 14,00,00,000 comprising of Rs. 1,75,00,000 each for eight financial years from FY 2018-19 to FY 2025-26 and

(iii) dividend at the rate of Rs. 1.075 per share on 10.75% cumulative redeemable non- convertible preference shares amounting to Rs. 4,20,74,861 comprising of Rs. 1,27,10,952 for the FY 2024-25 and Rs. 2,93,63,909 for the FY 2025-26,

with a view to pay off all accumulated unpaid dividends out of available distributable profits. The final dividend will be subject to the approval by the Members of the Company at their ensuing Annual General Meeting.

The Board of Directors has not recommended any dividend on equity shares of the Company and does not propose to transfer any amount to General Reserve.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has formulated and adopted the Dividend Distribution Policy. The Policy is available on our website at - https://www.timexindia.com/wp-content/uploads/2023/06/Dividend%20Distribution%20Policy.pdf

CHANGES IN SHARE CAPITAL

There was no change in the equity share capital during the year under review.

2,29,00,000, 13.88% Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each held by M/s Timex Group Luxury Watches B.V. (TGLW), the Holding Company, were due for redemption on March 20, 2026 on completing their tenure of 20 years. These shares were redeemed on due date out of distributable profits of the Company by creation of Capital Redemption Reserve equivalent to face value of shares. Consequent to redemption of these shares amounting to Rs. 2,290 lacs, the paid up preference share capital of the Company has reduced to Rs. 6,481.52 lacs.

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC CONDITIONS AND OUTLOOK

According to the Reserve Bank of India's Monetary Policy Statement of April 2026, the global economic environment has become increasingly complex following the outbreak of conflict in West Asia, which has severely disrupted global supply chains and intensified inflationary and growth challenges worldwide. The resulting surge in uncertainty has led to a difficult trade off for central banks between anchoring inflation expectations and preserving growth. Global financial markets have responded with hardening sovereign bond yields, driven by inflation concerns and long term fiscal sustainability issues, alongside corrections in equity valuations. Safe haven flows have strengthened the US dollar, exerting pressure on major global currencies. The possibility of further escalation, prolonged duration and wider geographical spread of the conflict continues to represent a significant downside risk to the global economic outlook.

Against this backdrop, the Indian economy demonstrated notable resilience in FY 2025–26, with real GDP estimated to grow by 7.6 per cent year on year, supported by robust private consumption and fixed investment, as well as strong performance in the services and manufacturing sectors. Looking ahead, elevated energy and commodity prices, potential supply disruptions from geopolitical developments and heightened volatility in global financial markets may act as moderating factors for growth in FY 2026–27, particularly affecting domestic production and merchandise exports. Nonetheless, sustained momentum in the services sector, the continued benefits of GST rationalisation, rising manufacturing capacity utilisation and healthy balance sheets of corporates and financial institutions are expected to underpin domestic demand. In this context, the Government's focus on scaling up domestic manufacturing in strategic and frontier sectors, as outlined in the Union Budget 2026–27, augurs well for India's medium term growth trajectory. Taking these factors into account, and assuming that geopolitical risks remain contained, real GDP growth for FY 2026–27 is projected at 6.9 per cent, while inflation remains moderate, with underlying price pressures subdued despite recent base effect led fluctuations.

OVERVIEW OF WATCH INDUSTRY

During FY 2025–26, the Indian watch industry demonstrated a resilient performance despite global macro economic challenges, supported by steady domestic demand and evolving consumer preferences. The premium and luxury segments outperformed the broader market, driven by rising disposable incomes, premiumisation trends and increased acceptance of watches as lifestyle and fashion accessories. Analog and quartz watches remained resilient in both value and volume terms, supported by gifting demand and design led premium offerings. The continued expansion of e commerce and omni channel retail enhanced market reach across Tier II and Tier III cities. Overall, the industry remained on a stable growth trajectory, underpinned by favourable demographics, brand led differentiation and sustained consumer demand.

We anticipate continued strong growth in the overall watch market, with the fashion and luxury segments capturing a larger share of that expansion.

GROWTH DRIVERS OF THE COMPANY

The Company continues to pursue a balanced growth agenda underpinned by a combination of internal initiatives and selective external opportunities, with a clear focus on building long term value. In line with this strategic direction and responding to the changing business environment, the Company has outlined the principal drivers that are expected to support its future growth trajectory.

Expansion of E-Commerce and Physical Distribution Channels

E-commerce has emerged as a structurally important growth pillar for the industry and continues to scale rapidly, driven by increased internet penetration, wider adoption of digital purchasing, improving platform experiences and the nationwide reach of online marketplaces. The growing prominence of quick commerce formats has further strengthened this channel by enabling faster fulfilment and enhanced convenience. Against this backdrop, the Company views e commerce as a high impact growth engine and remains focused on strengthening its competitive position through a calibrated and multi pronged approach.

The Company's strategy in this channel is centred on deepening engagement across leading e commerce and quick commerce platforms through expanded assortments, improved visibility and timely product launches. This is complemented by the introduction of new collections across mass, fashion and luxury segments, greater leverage of global and international product portfolios, and enhanced use of data led insights to improve demand responsiveness. Parallel emphasis is being placed on scaling direct to consumer channels through brand websites, supported by focused marketing initiatives, event led campaigns, exclusive collaborations and limited edition offerings, recognising their long term role in strengthening brand equity and customer loyalty.

The trade channel, comprising distributors, dealers, showrooms and key accounts, continues to represent the Company's largest and most stable sales platform. Growth in this channel is being pursued through systematic expansion of points of sale, enrichment of in store assortments, introduction of new and differentiated product lines, including international collections, and a broader presence across fashion and luxury brands. These initiatives are supported by sustained investments in storefront branding, upgraded fixtures and targeted marketing interventions aimed at enhancing the overall consumer experience.

The Company continues to strengthen its presence in Tier II and Tier III markets, leveraging a well balanced product mix that addresses both affordability and aspiration, supported by geographically tailored marketing strategies. Its diversified portfolio, spanning mass, fashion and luxury categories and comprising both domestic and international brands, enables the Company to effectively address a wide spectrum of consumer preferences.

As part of its long term strategy, the retail business model has undergone a comprehensive transformation to improve operational efficiency, productivity and scalability. This has begun to yield improved performance across the retail channel. Further, the acquisition of the 'Justwatches' brand, together with its established premium retail footprint, is expected to meaningfully strengthen the Company's retail presence. Enhanced brand presentation, deeper consumer engagement and an expanded international product offering will continue to support growth across large format retail stores.

Product portfolio:

The Company has built a comprehensive and well balanced watch brand portfolio that is among the strongest in the Indian market. Anchored by global capabilities and deep expertise in product design and manufacturing, the portfolio addresses a wide spectrum of consumer needs and preferences. Spanning premium statement timepieces as well as reliable, functional watches for everyday use, the range enables the Company to remain relevant across segments and price points. This breadth, combined with a strong organisational and sourcing framework, positions the Company to compete effectively and drive sustainable growth in a progressively dynamic and competitive market environment.

The Company's growth strategy continues to be anchored in the following key drivers:

- Product-led differentiation, with continued emphasis on design, functionality, and value
- Premiumisation, through expansion into higher-value segments supported by innovation
- Franchise-led portfolio development, enabling focused growth across categories
- Collaborations and brand initiatives, enhancing consumer engagement and visibility
- Channel expansion, including retail and digital platforms
- Portfolio diversification, ensuring balanced growth across segments

These drivers collectively support a resilient and scalable growth model.

Increasing Marketing initiatives:

Timex, an iconic American brand with a long heritage, continues to remain culturally relevant by aligning itself with contemporary consumer aspirations, particularly the growing preference for intentional, analog living in an increasingly digital world. The brand's global "Analog Life, Make Time Yours" platform provides a powerful and differentiated narrative that reinforces the value of authenticity, mindfulness and personal connection with time. As Timex progresses into its next phase of growth, marketing efforts are focused on firmly establishing this philosophy as a core brand equity pillar, allowing the brand to connect meaningfully with younger and style conscious consumers without diluting its legacy appeal.

To strengthen relevance across generations, the Company will further sharpen Timex's digital first engagement strategy, leveraging global product stories, immersive content and data driven campaigns to enhance brand salience and consumer interaction. Marketing investments will increasingly be aligned with key product launches and seasonal moments, supported by an expanded media footprint and deeper integration with fashion led platforms and events. This approach is intended to reinforce Timex's positioning as a contemporary, style relevant brand while maintaining its core proposition of reliability and timeless design.

Alongside Timex, focused marketing initiatives are being deployed across the Company's fashion and luxury portfolio, including GUESS, Versace and licensed brands such as Aston Martin and Philipp Plein. The 'Justwatches' platform plays a central role in this strategy, acting as a unifying brand and communication hub across physical retail, e commerce and social media channels. Building 'Justwatches' as a credible and aspirational destination for premium and luxury timepieces will be instrumental in amplifying digital reach, strengthening public relations impact and enhancing the overall visibility and stature of the Company's premium brand portfolio.

Strengthening manufacturing capabilities

The Company's manufacturing facility at Baddi, Himachal Pradesh, represents a key pillar of its operational strength and production excellence. Designed to support a wide range of manufacturing requirements, the facility is equipped with advanced technology and supported by a highly skilled workforce, enabling consistent delivery of high standards of quality. Its compliance with recognised global standards, including SA 8000:2014 and ISO 45001:2018, reflects the Company's commitment to responsible operations, employee welfare and process discipline.

The facility has the capability to assemble an extensive portfolio of timepieces, ranging from core quartz analog and digital models to more sophisticated products such as automatic watches, intelligent quartz models, activity trackers and connected smartwatches, including those featuring proprietary Indiglo night light technology. In addition to meeting the requirements of the Company's own brands, the Baddi facility has established a strong track record in servicing licensed and OEM partners, earning sustained appreciation for quality and reliability. The Company remains focused on fully leveraging this strategic asset and will continue to explore avenues to optimise its capabilities in support of future growth opportunities.

Internal and external stakeholder support

The Company's performance and operational continuity are underpinned by a strong foundation of experienced and capable human capital. A professional and inclusive work culture, supported by quality infrastructure and progressive employee engagement practices, has enabled the Company to sustain workforce stability and retain critical skills across functions. Complementing this internal strength is a well established ecosystem of backend and frontline partners who provide dependable support across operations, distribution and customer engagement. Together, these human and partner capabilities constitute a key enabler of the Company's growth and resilience, and the Company remains committed to further strengthening and investing in these relationships to support its long term objectives.

OPPORTUNITIES AND CHALLENGES

The Indian watch industry continues to present a compelling growth opportunity, supported by a confluence of macro economic, demographic and consumption driven trends.

- The Indian watch industry offers strong long term growth potential, supported by a favourable macro economic environment, moderating inflation, policy initiatives to stimulate consumption, rising per capita incomes, rapid urbanisation and increasing fashion led discretionary spending.
- Wristwatch penetration in India remains relatively low, providing significant headroom for market expansion across consumer segments.
- Tier II and Tier III cities represent an important growth frontier, driven by rising incomes, improving retail and digital access, and increasing brand awareness.
- India's young demographic profile, low median age and expanding cohort of digitally enabled Millennials and Gen Z consumers are expected to sustain demand, supported by a growing middle class.
- Traditional analog watches continue to retain strong relevance, with a large consumer base preferring classic timepieces alongside emerging smart and connected products.
- The expanding footprint of digital, e commerce and omni channel retail platforms is reshaping the go to market landscape and enabling broader and more efficient consumer reach.

- Premiumisation trends and the rise of aspirational consumers with higher disposable incomes are expected to benefit branded, premium and luxury watch segments.
- Private label offerings are expected to play a meaningful role by addressing value conscious consumers, bridging the gap between unbranded and branded products, and offering attractive margins to retail partners.
- The growing adoption of technology driven products such as smartwatches, fitness bands and wearables is expanding the overall size of the watch market.
- Strategic and tactical initiatives, including expansion of OEM and allied businesses, remain focused on driving revenue growth, improving capacity utilisation and optimising operating costs, while navigating competitive intensity and evolving consumer preferences.

RISKS & THREATS

The Company operates in an environment characterised by evolving market dynamics, global interconnectedness and accelerating technological change. To navigate this complexity, a structured and forward looking risk governance framework has been embedded across the organisation, enabling the early identification, assessment and mitigation of risks that could materially impact strategic objectives, operations or financial performance. Risk oversight is exercised through periodic reviews by the Risk Management Committee, with the Board providing active supervision and strategic guidance on the overall risk posture and mitigation priorities.

The Company has constituted a Risk Management Committee comprising of Mr. David Thomas Payne as Chairman and Mr. Deepak Chhabra and Ms. Meeta Makhan as members. The Company has adopted a Risk Management Policy. The Committee is entrusted with the responsibility to assist the Board of Directors in:

(a) overseeing and approving the Company's enterprise-wide risk management framework; and

(b) overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational, sustainability (particularly, ESG related risks), information, cyber security risks and other risks have been identified and assessed.

There is an adequate mechanism in place for risks and uncertainties that can impact its ability to achieve its strategic objectives, risk assessment, risk mitigation and minimization procedures and periodical review. Within this framework, the following key risks and threats have been identified for ongoing focus.

- **Financial and Cost Related Risks**

The Company remains exposed to volatility in foreign exchange markets due to its dependence on imported inputs. Adverse currency movements, particularly depreciation of the Indian Rupee, can exert pressure on margins. In addition, sharp and unpredictable movements in gold and silver prices have the potential to impact profitability, given their relevance in selected product categories. To mitigate these risks, the Company is progressively strengthening localisation initiatives, broadening the domestic vendor base and pursuing cost optimisation measures to reduce sensitivity to external price and currency fluctuations.

- **Supply Chain and External Dependence**

Manufacturing operations rely on the timely availability of components sourced from both domestic and international suppliers. Any disruption in material flows could create short term imbalances in production and fulfilment. The Company is addressing this risk through vendor diversification, indigenisation efforts and closer collaboration with strategic suppliers to enhance supply chain resilience and continuity.

- **Product and Portfolio Transition Risks**

The global shift towards technology enabled and fashion driven wearables presents both opportunity and risk, particularly for traditional analog watch categories. While consumer preferences continue to evolve, the Company is mitigating this risk through a dual track strategy comprising a clearly defined technology product roadmap alongside expansion of premium fashion and luxury portfolios. This balanced approach allows the Company to participate in emerging segments while continuing to benefit from premiumisation trends within analog timepieces.

- **Channel Evolution and Market Access**

Rapid growth in digital commerce, including e commerce, omni channel retail and brand owned digital platforms, is reshaping consumer buying behaviour. While the traditional trade channel remains a major revenue contributor, failure to adapt to channel shifts could impact market reach and competitiveness. The Company is therefore pursuing a calibrated omni channel strategy, balancing investments across online and offline platforms to ensure sustainable and diversified growth.

- **Competitive Intensity**

The watch market remains highly competitive, with increasing pressure from aggressive pricing, branding investments and frequent product launches. To address this, the Company continues to place strong emphasis on innovation, supported by access to global design capabilities and supply chain expertise within the Timex Group. This integration of global design insight with local market understanding enables differentiated offerings and faster response to emerging trends.

- **OEM Business Concentration**

The Company's OEM operations presently exhibit a degree of customer concentration, which carries risks associated with order volatility, margin compression and operational strain. To mitigate this exposure, the Company is actively pursuing diversification of its OEM customer base, particularly across apparel and organised retail segments, with a view to reducing dependency and improving long term stability.

- **Digital and Technology Adoption**

As data driven decision making and automation become increasingly central to competitiveness, insufficient pace of digital transformation could constrain growth and efficiency. Recognising this risk, the Company has initiated multiple digitisation and automation programmes across business functions to improve agility, transparency and scalability, while strengthening readiness for a digital first operating environment.

- **Brand Protection and Counterfeiting**

The proliferation of counterfeit products poses an ongoing threat to brand equity and consumer trust across the watch industry. The Company remains proactive in market surveillance and enforcement actions against counterfeit activity and continues to support broader industry efforts to safeguard intellectual property and brand integrity.

- **Labour and Workforce Risk – Baddi Manufacturing Facility**

The Company's manufacturing operations at Baddi, Himachal Pradesh, are exposed to certain workforce related risks inherent to labour intensive assembly activities. These include the availability and retention of trained and skilled manpower, increasing workforce mobility, and the potential risk of labour disruptions. The expansion of watch manufacturing and assembly capacities by competitors within the country has intensified competition for technically skilled resources. In parallel, rapid changes in manufacturing processes and product technologies necessitate continuous upskilling of the workforce to maintain productivity and quality standards.

The Company recognises its workforce as a critical driver of operational stability and long term growth. Accordingly, comprehensive recruitment, performance management and succession planning systems have been established at the plant level to ensure continuity of skilled manpower. Regular on the job training, structured skill development programmes and planned job rotation are deployed to enhance capability depth and operational flexibility.

Employee engagement and retention are actively supported through focused reward and recognition mechanisms, structured engagement initiatives and welfare programmes. The Company also maintains a strong emphasis on workplace safety, health and employee well being, as reflected in its compliance with globally recognised standards, including SA 8000 and ISO 45001:2018. Labour related issues are closely monitored through established communication and grievance redressal mechanisms, enabling timely intervention and proactive risk management.

- **Other Business and Operating Risks**

The Company is exposed to a range of general business risks, including those relating to information technology systems, data integrity, business continuity and disaster recovery. Risks associated with the retention of key managerial and technical personnel, compliance with applicable laws and regulations, contractual obligations, and litigation also form part of the Company's operating environment.

Further, broader macro economic factors such as changes in political or legal frameworks, tax structures, commercial regulations and global or domestic economic conditions may influence business performance. These risks are evaluated periodically through established internal processes, and appropriate policies, controls and mitigation measures are implemented to minimise their potential impact and ensure business continuity.

DIRECTORS

Composition

The Board of Directors comprises six (6) Directors with three (3) Independent Directors, two (2) Non-Executive Directors and One (1) Managing Director.

Appointment/ Resignation from the Board of Directors/Key Managerial Personnel

Mr. Deepak Chhabra was re-appointed as the Managing Director of the Company for a period of three years, effective March 28, 2025, by the Board of Directors at its meeting held on March 19, 2025. The following matters relating to his re-appointment and remuneration were approved by the Members of the Company with appropriate majority, through resolutions passed by way of postal ballot:

1. Revision, ratification, and waiver of excess remuneration paid to Mr. Deepak Chhabra, Managing Director, for the period from March 2024 to February 2025;
2. Revision of remuneration of Mr. Deepak Chhabra, Managing Director, with effect from March 1, 2025; and
3. Re-appointment of Mr. Deepak Chhabra as Managing Director with effect from March 28, 2025.

Further, in terms of the provisions of the Companies Act, 2013, Mr. David Thomas Payne, Director of the Company, retires at the ensuing annual general meeting of the shareholders of the Company and being eligible, seeks re-appointment. The necessary resolution for re-appointment of Mr. David Thomas Payne forms part of the Notice convening the ensuing annual general meeting.

Apart from the changes provided above, there were no other changes in the Directors or Key Managerial Personnel (KMP) during the year. As on March 31, 2026, the Company had the following KMPs:

1. Mr. Deepak Chhabra – Managing Director
2. Mr. Amit Jain – Chief Financial Officer
3. Mr. Dhiraj Kumar Maggo – Vice President – Legal, HR, Company Secretary

Declaration by the Independent Directors

Pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received the requisite declarations from all Independent Directors confirming that they meet the prescribed criteria of independence and are independent of the management of the Company. Based on these declarations and on an assessment of the disclosures made, the Board is of the opinion that each of the Independent Directors satisfies the conditions of independence as stipulated under the Act and the Listing Regulations. During the year under review, there was no change in circumstances that could have affected the independence of any of the Independent Directors.

The Board further confirms that the Independent Directors bring with them a diverse set of skills, experience and professional expertise across areas such as business leadership, retail, sales and marketing, manufacturing, banking and finance, taxation, governance and risk management, human resources and strategic planning. Their collective experience and high standards of integrity continue to add significant value to the Board's deliberations and decision making.

All Independent Directors have duly registered themselves with the Independent Directors' Database maintained by the Indian Institute of Corporate Affairs, in accordance with the requirements of the Act and the relevant Rules made thereunder.

The Company has also received affirmations from all Independent Directors confirming their adherence to the Company's Code of Conduct for the financial year 2025–26.

Number of meetings of Board of Directors

The Board met seven times during the Financial Year 2025-26 on April 18, 2025, May 6, 2025, July 29, 2025, September 10, 2025, November 4, 2025, February 3, 2026 and March 20, 2026. All directors attending the meeting actively participated in the deliberations at these meetings. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. More details of the Board meetings have been provided in the 'Report on Corporate Governance'.

COMMITTEES OF THE BOARD

The Board has constituted the following Committees pursuant to the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Risk Management Committee
5. Corporate Social Responsibility Committee
6. Share Allotment and Transfer Committee

More details with respect to the composition, powers, roles, terms of reference, etc. of these Committees are given in the 'Report on Corporate Governance' of the Company which forms part of this Directors' Report.

NOMINATION AND REMUNERATION POLICY

Pursuant to the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors has adopted a Nomination and Remuneration Policy in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy lays down a comprehensive framework governing the identification, assessment and appointment of Directors, Key Managerial Personnel and other employees, as well as the principles and processes for determination of their remuneration.

The Nomination and Remuneration Policy primarily addresses matters falling within the remit of the NRC, including:

- establishing a structured process for identifying and recommending individuals who are qualified and fit to be appointed as Directors, Key Managerial Personnel, senior management and other employees, as well as for their removal, where applicable;
- defining criteria for determining qualifications, professional attributes and independence of Directors;
- prescribing evaluation frameworks for the performance of the Board, its Committees, individual Directors, Key Managerial Personnel, senior management and other employees; and
- setting out principles and processes for determining and reviewing remuneration of Directors, Key Managerial Personnel, senior management and other employees.

The Nomination and Remuneration Policy is available on the Company's website at www.timexindia.com. The Nomination and Remuneration Policy has not been amended during the year under report. The Company confirms that the remuneration paid to Directors, Key Managerial Personnel and other employees during the year is in accordance with the said Policy.

EMPLOYEE REMUNERATION

Pursuant to the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in the Annual Report, which forms part of this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report, which forms part of this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of the provisions of Section 135 of the Act, the Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee are covered in the Corporate Governance Report.

The Company has also formulated a CSR policy in accordance with the requirements of the Act containing details specified therein. The CSR Policy is available on the website of the Company at https://www.timexindia.com/. Please refer to the section, Investor Relations for accessing the CSR Policy. The CSR Policy has not been amended during the year under report.

During the year under review, the Company has not undertaken any CSR activities as due to absence of average net profits for last three financial years, the Company was not required to spend on CSR.

An annual report on activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as Annexure A to this Report.

FORMAL ANNUAL EVALUATION

The Board has carried out performance evaluation of itself, its Committees and each of the Directors (without participation of the concerned director). The Independent Directors collectively assessed the Board's performance, as well as the performance of the Chairman and other non-independent Directors.

The performance evaluation concluded that each individual director, Committee, and the Board as a whole, were operating efficiently and effectively. They shared a common vision aimed at translating organization goals into reality.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has in place a Whistle Blower Policy that enables employees, members of the Board and other stakeholders to report concerns, in good faith, relating to any actual or suspected violation of applicable laws, the Company's Code of Conduct, misuse or misappropriation of funds, gross wastage, abuse of authority, unethical conduct, or any significant risk to public health and safety. The Policy provides a secure and confidential framework for reporting such concerns and ensures adequate protection to whistle blowers against retaliation or victimisation. The Policy also facilitates direct access to the Chairman of the Audit Committee.

All matters reported under the Whistle Blower Policy are examined and investigated in a fair and objective manner, and appropriate actions are taken in accordance with the provisions of the Policy. The Audit Committee periodically reviews the functioning and effectiveness of the vigil mechanism and provides oversight to ensure its proper implementation.

The Company affirms that no whistle blower is denied access to the Audit Committee of the Board. Details of the Whistle Blower Policy form part of the Corporate Governance Report and are also available on the Company's website at www.timexindia.com.

POLICY ON PREVENTION OF INSIDER TRADING

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has framed, a) Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, b) Code of Fair Disclosure and c) Policy on investigation in case of leak / suspected leak of unpublished price sensitive information. The Company's Code, inter alia, prohibits dealing in the shares of the Company by an insider, while in possession of unpublished price sensitive information in relation to the Company and also during certain prohibited periods.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or guarantees or made any investments covered under Section 186 of the Companies Act, 2013 during the year under review.

RELATED PARTY TRANSACTIONS

Pursuant to the provisions of the Companies Act 2013, the Rules there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has, on the recommendation of the Audit Committee, adopted a Policy to regulate transactions between the Company and its Related Parties. This Policy has been uploaded on the website of the Company at https://www.timexindia.com/wp-content/uploads/2025/02/RPT-Policy_30-Jan-2025.pdf

All the related party transactions executed by the Company during the year were in the ordinary course of business, on arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Omnibus approval of Audit Committee is obtained at the beginning of the financial year for the related party transactions which are foreseen and repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

None of the related party transaction entered during the financial year fall under the scope of section 188(1) of the Companies Act. Accordingly, the disclosure of related party transactions as required under section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company and hence does not form part of this report. The details of the related party transactions entered during the year are given in the financial statements of the Company.

FINANCE

The Company has neither invited nor held any fixed deposits. There were no overdue / unclaimed deposits as on March 31, 2026.

During the year under review, the Company made payment, net of credits, aggregating to Rs. 15,058 Lakh by way of Central, State and local sales taxes and duties as against Rs. 10,670 Lakh in the previous year.

SEGMENT WISE REPORTING

The segment wise information for watches and other activities are provided in the Notes to the Accounts.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES OF THE COMPANY

The Company has no subsidiary, Joint Venture or Associate Company as on March 31, 2026.

LISTING

The Equity Shares of the Company are listed on the BSE Ltd. The annual listing fee for the financial year 2026-27 has been paid to the Exchange.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established a robust system of internal controls commensurate with the nature, size, scale and complexity of its operations to ensure adherence to established policies, procedures and applicable regulatory requirements. These controls are designed to promote orderly and efficient conduct of business, safeguard assets, prevent and detect frauds and errors, ensure integrity of accounting records, and enable timely and reliable financial reporting.

The internal control framework is supported by a clearly defined organisational structure, documented policies and delegated authority matrices, together with structured processes for monitoring and review. A comprehensive internal audit mechanism undertakes periodic audits, reports observations to the Audit Committee and supports management in reinforcing control effectiveness.

The Audit Committee regularly reviews the adequacy and operating effectiveness of internal control systems and oversees their consistent implementation. Internal Auditors and Statutory Auditors attend Audit Committee meetings and provide independent assessments on internal controls and financial disclosures. The Committee is also apprised of corrective actions undertaken by management in response to audit findings. The audit scope and coverage are reviewed periodically by the Audit Committee to align with evolving business and risk requirements, while the Statutory Auditors evaluate internal financial controls as part of their audit process.

AUDITORS AND AUDITORS' REPORT

a. Statutory Auditors

M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), were appointed as the Statutory Auditors of the Company by the shareholders in their 34th annual general meeting, to hold office for the second term of 5 years from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

The Report given by M/s Deloitte Haskins & Sells LLP, Statutory Auditors on the financial statement of the Company for the year 2025-26 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

b. Secretarial Auditors and Secretarial Audit Report

M/s NKJ and Associates, Company Secretaries (Certificate of Practice No. 5233) were appointed as the Secretarial Auditors of the Company by the shareholders in their 37th annual general meeting. They have carried out the Secretarial Audit of the Company for the financial year 2025-26. The Report given by the Secretarial Auditors is annexed as Annexure B and forms integral part of this Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

They have undertaken the audit considering all the applicable compliances as per the Companies Act, 2013, Securities and Exchange Board of India Regulations and other corporate laws/ Circulars/Guidelines. The Annual Secretarial Compliance Report issued by the Secretarial Auditors is submitted to the Stock Exchange within 60 days of the end of the Financial Year.

During the year under review, the Secretarial Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

HUMAN CAPITAL AND PEOPLE STRATEGY

The Company's ability to execute its strategy and sustain growth is strongly anchored in the capability, commitment and engagement of its people. Building and nurturing a high performing organisation remains a strategic priority, with continued focus on attracting, developing and retaining talent aligned with the Company's long term objectives. A collaborative and performance driven work environment, supported by transparency, participation and recognition of innovation, underpins the Company's people philosophy.

Talent development and capability enhancement form an integral part of the Company's human capital agenda. Structured learning interventions, functional training programmes and continuous skill building initiatives are conducted to strengthen workforce competence and adaptability. Employee engagement initiatives are regularly undertaken to foster alignment, motivation and organisational cohesion, contributing to stable workforce dynamics and low attrition levels.

The Company has also established a structured succession planning framework for critical and senior leadership roles to ensure leadership continuity and operational resilience. Policies and practices across the organisation are firmly rooted in the principles of performance orientation and meritocracy. At the start of each performance cycle, clearly defined KRAs and KPIs are set in alignment with the Company's strategic priorities, tracked through an integrated online performance management system and linked to objective and outcome based performance evaluations.

As at March 31, 2026, the Company's workforce comprised 303 employees across locations, whose collective contribution continues to play a vital role in supporting operational excellence and the Company's growth ambitions.

SIGNIFICANT CHANGE IN KEY FINANCIAL RATIOS

The Current Ratio decreased to 1.81 as of March 31, 2026, as compared to 1.92 in the previous year.

The Inventory Turnover Ratio stood at 2.60 for the financial year ended March 31, 2026, as compared to 2.41 in the previous financial year.

The Net Profit Margin stood at 9.4% for the financial year ended March 31, 2026, as compared to 5.8% in the previous financial year, representing a 62% improvement, primarily driven by higher profitability.

The Operating Profit Margin was 13.8% for the financial year ended March 31, 2026, as against 9.2% in the previous year, representing a 50% improvement due to operating leverage and improved operational performance of the Company.

The Interest Coverage Ratio improved to 19.57 times for the financial year ended March 31, 2026, as compared to 12.85 times in the previous year. This improvement was driven by a 52% increase in earnings before interest, primarily due to enhanced business performance.

The Debt-Equity Ratio stood at 0.27 for the financial year ended March 31, 2026, as compared to 0.40 in the previous financial year. The ratio improved by 34%, primarily due to the redemption of 13.88% preference shares amounting to Rs. 2,290 lakhs along with accumulated/unpaid dividends of Rs. 2,533 lakhs. Additionally, during the year, the Company repaid the overdraft facility amounting to Rs. 456 lakhs.

The Debtors Turnover Ratio improved to 14.16 for the financial year ended March 31, 2026, from 10.17 in the previous year, representing a 39% improvement driven by increased sales and improved collection efficiency.

Return on Net Worth increased to 85% from 37% in the previous year, representing a 128% improvement primarily due to improved profitability on account of stronger business performance and the redemption of 13.88% preference shares amounting to Rs. 2,290 lakhs along with accumulated/unpaid dividends of Rs. 2,533 lakhs.

SECRETARIAL STANDARDS

The Directors state that applicable secretarial standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

MATERIAL CHANGES

There have been no material changes and commitments affecting the financial position of the Company that occurred between the end of the financial year and the date of Directors' Report of the Company i.e. May 26, 2026.

Further, there were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134 (3)(a) of the Act, the Annual Return as on March 31, 2026 is available at the web link – https://www.timexindia.com/wp-content/uploads/2026/06/Timex-Draft-Annual-Return-2025-26.pdf

CORPORATE GOVERNANCE

As per Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a separate section on Corporate Governance together with a certificate from the practicing Company Secretary confirming compliance is set out in the Annexure forming part of this report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Business Responsibility & Sustainability Report is provided in a separate section and forms part of the Annual Report.

CONSERVATION OF ENERGY

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is provided in Annexure C to this Report forming an integral part of this report.

DEMATERIALISATION

The equity shares of the Company are being compulsorily traded in dematerialized form. As on March 31, 2026, 42698 no. of shareholders representing 97.79% of the Equity Share Capital are holding shares in dematerialized form.

COST RECORDS

Maintenance of cost records as specified by the Central Government under Section 148(1) of the Companies Act, 2013, is not applicable on the Company.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace. The Company has formed Internal Committees at Baddi Plant, Corporate Office, warehouse and all regional offices for prevention and prohibition of sexual harassment and redressal against complaints of sexual harassment of women at the workplace as per Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 read with Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Rules, 2013. These Committees have the power/jurisdiction to deal with complaints of sexual harassment of women as per the rules specified therein. All the employees (permanent, contractual, temporary, trainees, apprentices etc.) are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the year 2025-2026:

No. of complaints received	Nil
No. of complaints disposed off	Nil
No. of cases pending for more than ninety days	Nil

During the year, the Company has complied with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 read with Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Rules, 2013 and has formed necessary committees at all locations.

MATERNITY BENEFITS ACT, 1961

The Company has complied with the provisions relating to the Maternity Benefits Act, 1961.

APPLICATION UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has not made any application under the Insolvency and Bankruptcy Code, 2016 during the financial year 2025-26.

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

The Company has not made any such valuation during the financial year 2025-26.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the directors to the best of their knowledge and ability confirm that:-

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

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

(d) the directors have prepared the annual accounts on a going concern basis;

(e) the directors have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and;

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

CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices, raw material availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the support and cooperation, which the Company continues to receive from its customers, the watch trade, the New Okhla Industrial Development Authority, the Governments of Uttar Pradesh and Himachal Pradesh, the Banks / Financial Institutions and other stakeholders such as - shareholders, customers and suppliers, among others, and its employees. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to their continued support in future.

For and on behalf of the Board of Directors

Sd/-
David Thomas Payne
Chairman
DIN: 07504820

Place: Connecticut, USA
Date: May 26, 2026

Annexure A

ANNUAL REPORT ON CSR ACTIVITIES OF TIMEX GROUP INDIA LIMITED
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026

[Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. **A brief outline on CSR Policy of the Company**

Timex Group India Limited (the "Company") has formulated this Policy to reflect its philosophy of being a responsible corporate citizen. The Policy sets out the principles and framework governing the Company's initiatives aimed at contributing to the welfare of the community at large. The Company believes that long-term success is built on maintaining the highest standards of corporate conduct towards all its stakeholders, including employees, consumers, and the communities in which it operates. The Company further recognizes that Corporate Social Responsibility is an important means of creating a positive and meaningful impact and of adding value to the lives of its stakeholders.

2. **Composition of CSR Committee**

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
Mr. David Thomas Payne	Chairman/Non-Executive Director	2	1
Ms. Meeta Makhan	Member/ Independent Director	2	2
Mr. Deepak Chhabra	Member/Managing Director	2	2

3. **Provide 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.**

The details of the Composition of the CSR Committee, the CSR Policy, and the CSR projects approved by the Board are disclosed on the website of the Company, as under:

(a) Weblink of the CSR Committee: https://www.timexindia.com/wp-content/uploads/2025/06/Composition-of-the-Committees-of-the-Board.pdf

(b) Weblink of the CSR Policy: https://www.timexindia.com/wp-content/uploads/2025/08/TGIL-CSR-Policy.pdf

(c) The Board of Directors has not approved any CSR project during the year.

4. **Provide 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.**

Due to past accumulated losses, the Company had negative average net profits of the last three financial years calculated in terms of the provisions of Section 135(5) of the Companies Act, 2013 for spending on CSR activities during the FY 2025–26.

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

Nil

(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. Nil

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. Nil

6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).** Nil

(b) **Amount spent in Administrative Overheads.** Nil

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

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

(e) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the FY (in Rs.)	**Amount Unspent (in Rs.)**				
	Total Amount transferred to Unspent CSR Account as per sub-section (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 Transfer**	**Date of transfer**
Nil					

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

Sr. No.	**Particular**	**Amount (in Rs.)**
(1)	**(2)**	**(3)**
i.	Two percent of average net profit of the company as per sub-section (5) of Section 135	Nil
ii.	Total amount spent for the Financial Year	Nil
iii.	Excess amount spent for the financial year [(ii)-(i)]	Nil
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

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

(1)	**(2)**	**(3)**	**(4)**	**(5)**	**(6)**		**(7)**	**(8)**
Sr. No.	**Preceding Financial Year(s)**	**Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (In Rs.)**	**Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (In Rs.)**	**Amount spent in the Financial Year (In Rs.)**	**Amount transferred to a fund 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 Rs.)**	**Deficiency, if any**
					Amount (In Rs.)	**Date of transfer**		
	FY 2022-23	Nil						
	FY 2023-24	Nil						
	FY 2024-25	Nil						

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the FY 2025-26 –** No

If yes, enter the number of Capital assets created/acquired – Not Applicable

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

S 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
Not Applicable							

(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 of the Act

Not Applicable

For and on behalf of the Board of Directors of Timex Group India Limited

Sd/-
Deepak Chhabra
Managing Director & Member of CSR Committee
(DIN: 01879706)
Place: Noida
Date: May 26, 2026

Sd/-
David Thomas Payne
Chairperson of CSR Committee
(DIN: 07504820)
Place: Connecticut, USA
Date: May 26, 2026

Annexure A

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

To,
The Members,
Timex Group India Limited
E-10, Lower Ground Floor,
Lajpat Nagar-III New Delhi-110024

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Timex Group India Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

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

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

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

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

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

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

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

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

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

(d) The Securities and Exchange Board of India (Share Based Employees Benefits and Sweat Equity) Regulation, 2021;

(e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (upto 14th December, 2025) and the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 (from 15th December, 2025) regarding the Companies Act and dealing with client;

(f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except the meetings which were held at shorter notice where all the Independent Directors were present, 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.

We further report that

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period:

1. The Company has redeemed 2,29,00,000, 13.88% Cumulative Redeemable Non-Convertible Preference Shares of Rs. 10/- each, fully paid up, at par, aggregating to Rs. 22,90,00,000/- out of distributable profits of the Company available for dividend and complied with the applicable provisions.

For **NKJ &Associates**
Company Secretaries

Sd/-
Neelesh Kr. Jain
FCS No.: 5593
C P No.: 5233
UDIN:F005593H000416421
PR No.: 6416/2025

Place: New Delhi
Date: May 26, 2026

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

Annexure A

To,
The Members
Timex Group India Limited
E-10, Lower Ground Floor,
Lajpat Nagar-III New Delhi-110024

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-
Neelesh Kumar Jain
FCS No. 5593

CP No. 5233

Date: May 26, 2026
Place: New Delhi

Annexure-B

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 AND RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

Particulars	**Measures**
Conservation of energy	
(i) the steps taken or impact on conservation of energy; (ii) the steps taken by the company for utilising alternate sources of energy; (iii) the capital investment on energy conservation equipment.	The Company has taken the following steps towards energy conservation: • Replacement of conventional lighting with LED fixtures, resulting in a reduction of energy consumption by 16% across multiple operational areas. • Investment in a modern, high efficiency air compressor with optimum load management, resulting in energy savings of up to 49% along with improved reliability, reduced noise levels, and lower maintenance downtime. • Replacement of existing chillers with new eco friendly chillers equipped with advanced controls and improved heat exchange systems, enabling optimal cooling at lower energy consumption and resulting in energy savings of 29%, improved reliability, reduced maintenance, and lower environmental impact.
Technology Absorption	
(i) the efforts made towards technology absorption; (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and (iv) the expenditure incurred on Research and Development.	During the year, the following initiatives were taken for technology absorption: • **Installation of camera for visual inspection of hands:** After installation, the inspector can easily inspect the hands by placing them under the magnified camera, enabling clear and effective visual inspection. • **Replacement of electric screw tightening (Lecureux) with pneumatic screw tightening machine:** With the implementation of a pneumatic screw tightening machine for case-back screw tightening, the torque can be adjusted as required, resulting in negligible rejection levels.
Foreign exchange	
The Company has earned INR 1,370 Lakhs in Foreign exchange and used INR 26,707 lakhs.	

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PHILOSOPHY

Transparency and accountability are the two basic tenets of Corporate Governance which are integral part of our business and endeavour to ensure fairness for every stakeholder- our customers, investors, vendors and the communities wherever we operate. At TIMEX, we feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business. We always seek to ensure that our performance is driven by integrity, value and ethics. Responsible corporate conduct is integral to the way we do our business.

We, at TIMEX, ensure that we evolve and follow the corporate governance guidelines and best practices. The norms and processes of Corporate Governance reflect our commitment to disclose timely and accurate information regarding our financial and operational performance, as well as the Company's leadership and governance structure.

Our Board is responsible for shaping the long-term vision and policy approach to steadily elevate the quality of governance in our Organisation. At Timex, we firmly believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance to bring objectivity and transparency in the Management. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

VISION
The Timex Group vision is anchored in our rigorous focus on long lasting relationships with our customers and our commitment to build the power of our brands, underpinned by our people's will to win. By transforming ourselves into a truly Global Company and intent on globalizing the mindset of our people, we are building one of the most powerful portfolios of brands in the watch and jewellery industry. Our vision for the future goes way beyond timekeeping. We will delight and surprise our customers through innovation in design, technology and application of our brands and deliver a superior customer experience. This will lead to enhanced values for our shareholders and increase returns on investments and assets. Deeply committed to our Corporate Social Responsibility and our values, we will build pride in our people and win the best future talent for our Group.

VALUES
• The customer is our most important asset. • Corporate Social Responsibility is our foundation. • Truth, transparency and respect for our differences are our pillars of strength. • We work together to achieve Group goals. • Our core values encompass integrity, responsibility and courage. • We reward performance and results and we value a culture of discipline. • We are fair and listen to our people and we expect them to always look for a better way. • We protect our assets. • We want to win.

BOARD OF DIRECTORS

a) Composition of Board

The composition of Board of Directors of the Company is in conformity with the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as well as Section 149 of Companies Act, 2013 ("the Act"). Currently, the Board consists of 6 Directors comprising 1 Executive Director, 2 Non-Executive Directors and 3 Non-Executive and Independent Directors including 2 Women Independent Directors. The Board is chaired by Mr. David Thomas Payne as a Non-Executive Chairman. All the Directors are well qualified professionals in their respective arenas. The Board has no institutional nominee director. We believe that an active, well-informed, and independent Board is necessary to ensure the highest standards of corporate governance. Detailed profile of our Directors is available on our website at https://www.timexindia.com/board-of-directors/.

The composition and category of Directors on Board of the Company as on May 26, 2026, are as follows:

Name of the Directors/ DIN	Category	Number of shares held	No. of Directorship held in other Companies (1)	No. of Membership/ Chairmanship in other Board Committees (2)	Names of the other Listed Companies where the person is a director along with category of directorship
Mr. David Thomas Payne (DIN: 07504820)	Chairman and Non-Executive Director	Nil	1	-	-
Mr. Deepak Chhabra (DIN: 01879706)	Managing Director	Nil	1	-	-
Ms. Meeta Makhan (DIN: 07135150)	Non-Executive Independent Director	Nil	5	4 (Including 3 chairmanship)	Kanoria Chemicals & Industries Limited- Independent Director
Ms. Dhanashree Ajit Bhat (DIN: 10477919)	Non-Executive Independent Director	Nil	-	-	-
Mr. Sanjeev Kumar (DIN: 02524617)	Non-Executive Independent Director	Nil	1	-	-
Mr. Marco Zambianchi (DIN: 10457688)	Non-Executive Director	Nil	-	-	-

1. *Does not include directorships/committee position in Companies incorporated outside India.*
2. *Only Audit Committee and Stakeholders Relationship Committee of the Public Limited Company have been considered for the purpose of ascertaining no. of membership & chairmanship of Committee.*
3. *No director is inter-se related to any other director on the Board.*

b) Appointment/Re-appointment of Director(s)

Mr. Deepak Chhabra was re appointed as the Managing Director of the Company for a period of three years, with effect from March 28, 2025, by the Board of Directors at its meeting held on March 19, 2025. The Company, vide postal ballot notice dated April 18, 2025, had placed before the Members the resolutions relating to his re appointment and remuneration, which were approved with the requisite majority on May 25, 2025.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. David Thomas Payne retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re appointment. The Board of Directors recommends his re appointment as a Director.

During the year, none of the independent directors of the Company resigned before the expiry of the their respective tenures.

c) Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board businesses. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance. Agenda papers are sent to the Directors generally one week before the meeting to facilitate meaningful and focused discussions at the meeting. In case of exigencies or urgencies, resolutions are considered by Circulation as well.

The Board met seven times during the financial year 2025-26 on April 18, 2025, May 6, 2025, July 29, 2025, September 10, 2025, November 4, 2025, February 3, 2026 and March 20, 2026 to consider amongst other business matters, the quarterly performance of the Company and financial results. The Company provides the facility for participation of the Directors in the meeting through Video Conference. The intervening gap between any two meetings was within the period prescribed under the Act and the SEBI Listing Regulations. Directors attending the meeting actively participated in the deliberations at these meetings.

d) **Board/ General Meetings and Attendance**

Details of Attendance of Directors at various Board Meetings and at the Annual General Meeting held during the Financial Year 2025-26 are as under:

Names	No. of Board Meetings attended/ held	Attendance at last AGM
Mr. David Thomas Payne	7/7	Yes
Mr. Deepak Chhabra	6/7	Yes
Ms. Meeta Makhan	7/7	Yes
Ms. Dhanashree Ajit Bhat	7/7	-
Mr. Sanjeev Kumar	7/7	Yes
Mr. Marco Zambianchi	6/7	-

- **Board Diversity**

The Company recognises and embraces the importance of a diverse board in its success. The Company believes that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help the Company to retain its competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors.

- **Board Independence**

The definition of 'Independence' of Directors is derived from Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1) (b) of the SEBI Listing Regulations. Based on the confirmation /disclosures received from the Independent Directors and on evaluation of their relationships disclosed, they fulfil the conditions specified and are Independent of the management in terms of Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) and Regulation 25 of the SEBI Listing Regulations.

- **Information provided to the Board**

The Board has unrestricted access to all Company-related information including that of our employees. Presentations are also made to the Board by different functional heads on important matters from time to time. Directors have separate and independent access to the officers of the Company. The Board was presented with the information broadly on all suggested matters in terms of Regulation 17 of the SEBI Listing Regulations.

The Company has an effective post Board meeting follow up procedure. Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board. The Board has established procedures to periodically review Compliance Report pertaining to all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance.

- **Skills/ expertise/ competence requirements for Board of Directors**

The Board of Directors has identified core skills/expertise/ competencies to be available at all times with the Board for functioning effectively and those which are actually available. Such skills/expertise/competencies include a combination of educational qualifications in different functional areas, knowledge and work experience in the fields of manufacturing Industry, banking, finance, sales and marketing, human resource, regulatory, administration and legal etc. The Board is satisfied with the set of skills/ expertise/competencies available with it presently.

Name of the director with relevant expertise is given below:

S. No.	Skills/Expertise/ Competence identified by the Board of Directors	Actually available with the Board of Directors	Name of Director having such Skill/ Expertise/ Competency
1.	**Manufacturing/ Retail Industry expertise**	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar
2.	**Technical skills/experience**		
	Retail	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar
	Accounting, Finance and Banking	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar
	Sales and Marketing	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar
	Human Resources	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar
	Governance and Risk Management	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar

S. No.	Skills/Expertise/ Competence identified by the Board of Directors	Actually available with the Board of Directors	Name of Director having such Skill/ Expertise/ Competency
3	**Behavioural Competencies**		
	Integrity and ethical standards	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar
	Mentoring abilities	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar
	Interpersonal relations	Yes	Mr. Deepak Chhabra, Mr David Payne, Mr. Marco Zambianchi, Ms. Meeta Makhan, Ms. Dhanashree Ajit Bhat, Mr. Sanjeev Kumar

INDEPENDENT DIRECTORS MEETING

A meeting of Independent Directors of the Company was held on February 3, 2026 whereas the following items as enumerated under Schedule IV to the Act and Regulation 25 of the SEBI Listing Regulations were discussed:

a) Review of performance of Non-Independent Directors and the Board as a whole;

b) Review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

c) Assessment of the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARIZATION PROGRAMME

In compliance with the requirements of the SEBI Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of familiarization programmes arranged for the Independent Directors have been disclosed on the website of the company and is available at the following link – https://www.timexindia.com/wp-content/uploads/2026/04/Familiarization-Programme_31-March-2026.pdf

BOARD COMMITTEES

The Board Committees play a crucial role in the governance structure of the Company and have been constituted as per the requirement of the Act and SEBI Listing Regulations. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees request special invitees to join the meeting, as and when considered appropriate.

a) Audit Committee

The Company has an adequately qualified and independent Audit Committee comprised of 4 Directors: Ms. Meeta Makhan, Mr. Sanjeev Kumar, Ms. Dhanashree Ajit Bhat and Mr. David Thomas Payne. Three out of the four members on the Committee are independent directors. Ms. Meeta Makhan, an independent Director with 26 years of vast experience and expertise in banking, finance, accounts and management, chairs the Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

The Board of Directors have outlined the scope and terms of reference for the Audit Committee in line with Regulation 18 of the SEBI Listing Regulations, the Act and other laws as deem necessary includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company and also approval for the payment of any other services;
3. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3)(c) of the Companies Act, 2013
    b. Changes, if any, in accounting policies and practices and reasons for the same
    c. Major accounting entries involving estimates based on the exercise of judgment by management
    d. Significant adjustments made in the financial statements arising out of audit findings
    e. Compliance with listing and other legal requirements relating to financial statements
    f. Disclosure of any related party transactions
    g. Modified opinions Qualifications in the draft audit report

4. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
5. Approval or any subsequent modification of transactions of the company with related parties;
6. Evaluation of internal financial controls and risk management systems;
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
8. To review/oversee the functioning of the Whistle Blower/ vigil mechanism.

Audit Committee's composition and terms of reference are in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Audit Committee met five times on May 6, 2025, July 29, 2025, November 4, 2025, February 3, 2026 and March 20, 2026.

The details of member's attendance at the Audit Committee Meetings during the Financial Year 2025-26 are as under:

Names	**No. of Meeting attended/ held**
Mr. David Thomas Payne	5/5
Ms. Meeta Makhan	5/5
Mr. Sanjeev Kumar	4/5
Ms. Dhanashree Ajit Bhat	5/5

The meetings of Audit Committee are also attended by the Managing Director and Chief Financial Officer as special invitees. Statutory Auditors and Internal Auditors also attend the meetings for specific items related to them and brief the Committee on their observations/ findings. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board. All the recommendations of the Audit Committee have been accepted by the Board of Directors.

b) Nomination and Remuneration Committee

The Committee comprises of 3 Non-Executive Directors, namely, Mr. Sanjeev Kumar, Ms. Meeta Makhan and Mr. David Thomas Payne. Mr. Sanjeev Kumar, an Independent Director is the Chairman of the Committee. The Committee meets periodically as and when required. None of the Directors, except Managing Director draws remuneration from the Company.

The Board of Directors have outlined the scope and terms of reference for the Nomination and Remuneration Committee in line with Regulation 19 of the SEBI Listing Regulations, the Act and other laws as deem necessary includes the following:

1. 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.
2. 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.
3. Formulation of criteria for evaluation of Independent Directors and the Board;
4. Devising a policy on Board diversity;
5. To recommend/ review remuneration of Managing Director(s)/ Whole time Director(s).
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of the independent directors.
7. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The Nomination and Remuneration Committee's composition and terms of reference are in compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Committee met two times on April18, 2025 and March 20, 2026.

The details of member's attendance at the Nomination & Remuneration Committee Meetings during the Financial Year 2025-26 are as follows:

Names	**No. of Meeting attended/ held**
Mr. David Thomas Payne	2/2
Mr. Sanjeev Kumar	2/2
Ms. Meeta Makhan	2/2

Performance evaluation criteria

The Nomination and Remuneration Committee have developed parameterized feedback forms for the performance evaluation of all directors of the Company. The performance of each director, Committee and the Board as a whole was evaluated by the Board of Directors on an annual basis.

c) Stakeholders Relationship Committee

The Committee comprises of 4 Non-Executive Directors namely Ms. Dhanashree Ajit Bhat, Ms. Meeta Makhan, Mr. Sanjeev Kumar and Mr. David Thomas Payne. Ms.

Dhanashree Ajit Bhat, an Independent Director is the Chairperson of the Committee. The Company Secretary is the Secretary of the Committee and attends its meetings.

The Board of Directors have outlined the scope and terms of reference for the Stakeholders Relationship Committee in line with Regulation 20 of the SEBI Listing Regulations, the Act and other laws as deem necessary includes the following:

(1) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

For expediting the process of share transmission and issuance of duplicate share certificates, the Board has delegated these powers to Share Allotment and Transfer Committee.

The Stakeholders Relationship Committee's composition and terms of reference are in compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Stakeholders' Relationship Committee met two times on July 29, 2025 and on February 3, 2026.

The details of member's attendance at the Stakeholders' Relationship Committee Meetings during the Financial Year 2025-26 are as under:

Names	**No. of Meeting attended/ held**
Mr. David Thomas Payne	2/2
Ms. Dhanashree Ajit Bhat	2/2
Ms. Meeta Makhan	2/2
Mr. Sanjeev Kumar	1/2

The details of complaints received and resolved during the Financial Year ended March 31, 2026, are given in the table below:

Complaints outstanding as on April 1, 2025	1
Complaints received during the year ended March 31, 2026	29
Complaints resolved during the year ended March 31, 2026	30
Complaints pending as on March 31, 2026	0

Name and designation of compliance officer: Mr. Dhiraj Kumar Maggo, VP - Legal, HR & Company Secretary.

Address: E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024.

d) Risk Management Committee

The Committee comprises of 3 Directors namely Mr. David Thomas Payne, Mr. Deepak Chhabra and Ms. Meeta Makhan. Mr. David Thomas Payne, Director is the Chairman of the Committee. The Company Secretary is the Secretary of the Committee and attends its meetings

The Board of Directors have outlined the scope and terms of reference for the Risk Management Committee in line with Regulation 21 of the SEBI Listing Regulations, the Act and other laws as deem necessary includes the following:

1. To formulate a detailed risk management policy which shall include:

   a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

   b) Measures for risk mitigation including systems and processes for internal control of identified risks.

   c) Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the board of directors informed about the nature and content of its discussions,

recommendations and actions to be taken.

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee's composition and terms of reference are in compliance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year under review, the Committee met three times on May 6, 2025, November 4, 2025 and February 3, 2026.

The details of member's attendance at the Risk Management Committee Meetings during the Financial Year 2025-26 are as under:

Names	No. of Meeting Attended/ held
Mr. David Thomas Payne	3/3
Mr. Deepak Chhabra	3/3
Ms. Meeta Makhan	3/3

e) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was constituted by the Board of Directors effective May 6, 2025. The Committee comprises of 3 Directors namely Mr. David Thomas Payne, Mr. Deepak Chhabra and Ms. Meeta Makhan. Mr. David Thomas Payne, Director is the Chairman of the Committee. The Company Secretary is the Secretary of the Committee and attends its meetings.

The Board of Directors have outlined the scope and terms of reference for the Corporate Social Responsibility Committee in line with Section 135 of the Companies Act, 2023 and other laws as deem necessary includes the following:

1. formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Companies Act, 2013,
2. recommend the amount of expenditure to be incurred on the activities and,
3. monitor the Corporate Social Responsibility Policy of the company from time to time.
4. The Committee shall also formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-
   - the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
   - the manner of execution of such projects or programmes as specified in Rule (4) (1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014;
   - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
   - monitoring and reporting mechanism for the projects or programmes; and
   - details of need and impact assessment, if any, for the projects undertaken by the company.

The Corporate Social Responsibility Committee's composition and terms of reference are in compliance with the provisions of Companies Act, 2013. During the year under review, the Committee met two times on July 29, 2025 and January 23, 2026.

The details of member's attendance at the Corporate Social Responsibility Committee Meetings during the Financial Year 2025-26 are as under:

Names	No. of Meeting Attended/ held
Mr. David Thomas Payne	1/2
Mr. Deepak Chhabra	2/2
Ms. Meeta Makhan	2/2

f) Share Allotment and Transfer Committee

The Committee comprises of Mr. Deepak Chhabra and Mr. David Thomas Payne. The Share Allotment and Transfer Committee considers requests of share allotment/ transfer/ transmission/ transposition/ split/ consolidation/ sub-division/ duplicate share certificate etc. The summary of number of requests received and resolved in every quarter is placed before the Board for its information and noting.

PARTICULARS OF SENIOR MANAGEMENT

Details of the Senior Management Personnel of the Company as on March 31, 2026, are given below:

1. Mr. Amit Jain, Chief Financial Officer
2. Mr. Dhiraj Kumar Maggo, Vice President – Legal, HR & Company Secretary
3. Mr. Srinivasan Rajagopalan, Vice President – Plant Head
4. Mr. Sanjeev Kumar Swain*, Vice President – Sales, Offline Channels
5. Ms. Shruti Gautam Baruah, Brand Head – Timex Business Unit
6. Mr. Rajat Goel, General Manager – Supply Chain
7. Mr. Dhaval Modi, Vice President– Trade Sales/Licensed Brands

8. Ms. Deepika Jindal, General Manager – Strategy, Analytics, & PMO
9. Mr. Jitendra Kumar, General Manager - Materials

Changes in the Senior Management Personnel during the year

1. Mr. Sajeev Kumar Swain was appointed as Vice President – Sales, Offline Channels of the Company with effect from April 1, 2025.
2. Mr. Sanjay Aerry resigned from the position of General Manager – SR & KAM Sales of the Company, to pursue other endeavours. His last working day with the Company was May 23, 2025.
3. Varun Malik, Marketing was appointed as General Manager – Marketing of the Company with effect from June 12, 2025. He resigned from his position with effect from December 11, 2025.

**Mr. Sajeev Kumar Swain resigned from the position of Vice President – Sales, Offline Channels of the Company to pursue other endeavours. His last working day with the Company was April 30, 2026.*

CODE OF CONDUCT

In compliance with Regulation 17 of the SEBI Listing Regulations and the Act, the Company has formulated and adopted a Code of Conduct for its Board of Directors and senior management and has put the same on the company's website and is available at the following link - https://www.timexindia.com/code-of-conduct/. The Code has been circulated to all members of the Board and Senior Management and they have affirmed the compliance of the same. A declaration signed by the Managing Director of the Company regarding affirmation of the compliance with the code of conduct by Board Members and Senior Management for the financial year ended March 31, 2026, is annexed hereto.

DISCLOSURES

a) Related party transactions

All transactions entered into with related parties as defined under the Act and the SEBI Listing Regulations during the financial year were in ordinary course of business and on arm's length basis. Audit Committee reviews the Related Party Transactions periodically.

None of the transactions with any of the related parties was in conflict with the Company's interest.

Attention of members is drawn to the disclosure of transactions with related parties set out in Note no. 27 of Financial Statements, forming part of the Annual Report.

Company has formulated a "Related Party Transaction Policy" to ensure the proper approval and reporting of transactions between the Company and its Related Parties. This Policy as considered and approved by the Board has been uploaded on the website of the Company and is available at the following link – at RPT-Policy_30-Jan-2025.pdf. The Audit Committee/ Board may review and amend this policy from time to time.

For disclosures of transactions of the listed entity with any person or entity belonging to the promoter / promoter group which hold (s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results - please refer Notes no 27 of financial statements, forming part of the Annual Report.

b) Details of Non-compliance

The Company has complied with the requirements of the BSE Ltd., SEBI and other statutory authorities on all matters relating to capital markets during the last three years. A report on the compliances on the applicable laws for the Company is placed before the Board on a quarterly basis for its review and consideration. There has been no instance of non-compliance with any legal requirements, nor have there been any strictures imposed by any stock exchange or SEBI, on any matters relating to the capital market over the last three years.

c) Whistle Blower Policy

The Company is committed to adopt the best Corporate Governance Practices and to follow the highest possible moral, legal and ethical standards in the conduct of its business. In line with this commitment, Whistle blower Policy was designed to provide a mechanism for employees / Board Members and others to raise good faith concerns about unethical behaviour, actual or suspected fraud or violation of Company's Code of Conduct and to protect the individuals who take such actions from retaliation or any threat of retaliation.

During the year under review, no personnel were denied the access to the Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the discretionary requirements

The Company has fully complied with the mandatory requirements of the Code of Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of SEBI Listing Regulations. In addition, the Company has adopted the non-mandatory requirement relating to unmodified audit report, separate post of Chairman and Managing Director and reporting of Internal Auditors to the Audit Committee.

e) **Accounting treatment in preparation of financial statement**

The Company has followed the Accounting standards notified by the Institute of Chartered Accountants of India, as amended from time to time, in preparation of its financial statements.

f) **Certificate for Reconciliation of Share Capital**

Pursuant to SEBI (Depositories and Participants) Regulations, 2018, certificates have also been received from a Company Secretary-in-Practice reconciling the total shares held in both the depositories, viz. NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company and submitted the same to the BSE Ltd. where the securities of the Company are listed within 30 days of the end of each quarter.

g) **CEO/CFO certification**

As required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Managing Director and the Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended on March 31, 2026 which is annexed to this Report.

h) **Foreign currency risk and hedging activities**

The Company is exposed to foreign currency risk due to imports of components and watches and export of watches. The Company had not indulged in currency hedging activities during the year under report.

i) **Commodity price risk and commodity hedging activities**

The Company imports & locally sources various raw materials, some of which are derivatives of commodities, for manufacturing watches. While some of these significant raw materials are not commodities in themselves some of them can be considered as a derivative of commodities. The Company does not undertake any commodity hedging activities.

j) The Company has not raised any funds through preferential allotment or qualified institutions placement during the year nor has any unutilised funds from the previous years as specified under Regulation 32 (7A) of the SEBI Listing Regulations.

k) The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report. During the financial year 2025-26, no complaint was received under the Act, across the organisation. Also, there was no pending complaint either at the beginning or at end of the financial year.

l) **Certificate for non-disqualification of Directors**

Mr. Neelesh Kumar Jain, proprietor, M/s NKJ and Associates, Company Secretaries (Certificate of Practice No. 5233), has issued a certificate to the effect that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The certificate is attached to this Report.

m) **Recommendation of the Board Committees**

During the year under review, there has been no instances of rejection by the Board of any recommendations made by any of its committees.

n) **Statutory Auditor fee**

Total fees paid during the year to the Statutory Auditors for all the services rendered by them and their network firm/ network entity of which the Statutory Auditors are a part, have been disclosed in Note no. 24 of Financial Statements, forming part of the Annual Report.

o) **Disclosure on certain types of agreements binding listed entities**

The Company has no knowledge of any such agreement being entered into by the parties as provided under clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

p) **List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad**

During the financial year 2025-26, the Company did not have any debt instruments or any Fixed Deposit Programme or any scheme or the proposal of the Company involving mobilization of funds in India or in abroad.

q) **Disclosure by listed entity and its subsidiaries of 'loan and advances in the nature of loans to firm/ companies in which directors are interested by name and amount**

The company has not given any loans and advances in the nature of loans to firms / companies in which directors are interested. The company does not have any subsidiary, associate or join venture during the year under report.

r) Demat Suspense account/unclaimed suspense account

The Company has opened a Timex Group India Limited - Suspense Escrow Demat Account to maintain unclaimed shares of shareholders. No transactions have been conducted in this account during the financial year 2025-26.

DIRECTORS REMUNERATION

Non-Executive Directors including Independent Directors do not have any pecuniary relationships or transactions with the Company. The independent directors were paid sitting fees of Rs. 50,000 each for attending the meetings of the Board of Directors or its Committees.

Remuneration of Executive Directors is decided by the Board of Directors, subject to the approval of shareholders, based on recommendation of Nomination and Remuneration Committee.

Details of remuneration paid to Directors of the Company for the financial year ended March 31, 2026 are as follows-

Sl. No.	Name	Sitting Fees	Salary and Benefits	Performance Bonus & LTI	Retirals	Total (in Rs.)
1.	Mr. Deepak Chhabra	-	2,80,96,849	2,64,06,941	32,79,166	5,77,82,956
2.	Ms. Meeta Makhan	10,50,000	-	-	-	10,50,000
3.	Ms. Dhanashree Ajit Bhat	7,00,000	-	-	-	7,00,000
4.	Mr. Sanjeev Kumar	7,00,000	-	-	-	7,00,000

Note: Mr. David Thomas Payne and Mr. Marco Zambianchi were not paid any sitting fees or other remuneration during the year 2025-26.

Mr. Deepak Chhabra was re-appointed as the Managing Director of the Company for the period of 3 years w.e.f March 28, 2025. In terms of agreement, the Company or Mr. Deepak Chhabra can terminate the appointment agreement by giving 3 months' notice in writing. There is no severance fees.

With a view to driving performance towards the achievement of the Company's Strategic Plan, including sustainable growth in revenue and profitability, and to motivate and retain key team members, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, approved the "2022 Long-Term Incentive Plan" for payment of cash-based incentives upon achievement of long-term goals. The Administrator of the Plan is authorised to determine the participants and their respective participation percentages. The LTI Plan covered performance over a three-year block from 2022 to 2024, and the final tranche payment under the Plan was made during the financial year 2025–26.

Mr. Deepak Chhabra led the team towards the achievement of the Company's long-term strategic goals. As a participant under the LTI Plan, he was entitled to receive a long-term cash-based incentive in accordance with the prescribed performance criteria and his participation percentage.

During the year under review, the Company has not issued any stock options to any Directors.

MEANS OF COMMUNICATION

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.timexindia.com containing information about the Company viz., details of its business, financial information, shareholding pattern, investor presentation, official news releases, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, details of conference calls/presentations to institutional investors or analysts etc. The contents of the said website are updated within 2 working days from the date of such change.

The quarterly and annual results are generally published in Business Standard (English and Hindi editions) and also displayed on the Company's website.

Further, the Company disseminates to the Stock Exchange (i.e. BSE Ltd.), wherein its equity shares are listed, all mandatory information and price sensitive/ such other information, which in its opinion, are material and/or have a bearing on its performance/ operations and for the information of the public at large.

GENERAL SHAREHOLDER INFORMATION

AGM: Day, Date, time and venue	:	Thursday, August 20, 2026 at 4:00 p.m. through Video Conferencing or any other audio visual means
Financial Year	:	April 1, 2025 to March 31, 2026
Tentative calendar of events for the financial year 2026-27 (April- March)	:	To review and approve unaudited Financial Results for the quarter First quarter - upto 14th August, 2026 Second quarter - upto 14th November, 2026 Third quarter - upto 14th February, 2027 Fourth quarter - upto 15th May, 2027 or alternatively upto 30th May, 2027 with Annual Results for the Year ending 31st March 2027
Book closure Date	:	August 18, 2026 to August 19, 2026 (both days inclusive)
Dividend Payment Date	:	Date of payment of dividend would be within 30 days from the date of AGM
Listing of shares on Stock Exchanges	:	BSE Ltd., Phiroze Jeejee bhoy Towers, Dalal Street, Mumbai-400001
Registered Office	:	E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024
Listing Fees	:	Listing fees as prescribed has been paid to the Stock Exchange up to March 31, 2027
In case the securities are suspended from trading, the directors Report shall explain the reason thereof	:	Not Applicable
Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	:	The Company does not have any outstanding GDRs/ ADRs/ Warrants or any Convertible instruments as on March 31, 2026.
Registrar & Share Transfer Agents (RTA) of the Company for both physical and electronic mode of share transfers.	:	Alankit Assignments Limited 4E/2 Alankit House, Jhandewalan Extension, New Delhi -110055 Contact Person : Mr. J K Singla Phones : 011-42541234 Fax : 011-42541967 Email : rta@alankit.com info@alankit.com Website : www.alankit.com

SHARE TRANSFER SYSTEM

The Company has appointed Alankit Assignments Limited as Registrar and Shares Transfer Agent. The Board has delegated the authority for approving transmission, duplicate, etc. of the Company's securities to the Share Allotment and Transfer Committee. A summary of transmission and duplicate of securities of the company so approved by the Share Allotment and Transfer Committee is placed at the Board Meeting.

All requests for dematerialization of shares are processed, if found in order and confirmation is given to the respective depositories i.e. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Limited (CDSL) within twenty-one days.

As mandated by SEBI, securities of the Company can be transferred /traded only in dematerialised form. Further, SEBI vide its circular dated January 25, 2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, subdivision/splitting/consolidation of certificate, transmission and transposition which were allowed in physical form should be processed in dematerialised form only. The necessary forms for the above request are available on the website of the Company and is available at the following link - https://www.timexindia.com/shareholders-information/.

Venue and time of the Last Three Annual General Meetings

Date	Category	Venue/ Deemed Venue	Time	Details of Special Resolutions passed, if any
23.08.2023	AGM	E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024	4:00 PM	1. To reclassify the Authorized Share Capital of Rs. 170,00,00,000 (Rupees One Hundred and Seventy Crores) presently divided into 90,00,00,000 (Ninety Crores) Equity Shares of Re. 1/- (Rupee One) each and 8,00,00,000 (Eight Crores) preference shares of Rs. 10/- (Rupees Ten) each into 40,00,00,000 (Forty Crores) Equity Shares of Re. 1/- (Rupee One) each and 13,00,00,000 (Thirteen Crores) Preference Shares of Rs. 10/- (Rupees ten) each. 2. To offer issue and allot up to a maximum of 2,73,15,264 Cumulative Redeemable Non-Convertible Preference Shares of Rs.10/- each for cash at par aggregating to Rs. 27,31,52,640/- on a private placement basis to M/s Timex Group Luxury Watches B.V., the holding company of the Company.
04.09.2024	AGM	E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024	4:00 PM	-
21.08.2025	AGM	E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024	4:00 PM	-

POSTAL BALLOT

During the year, the company conducted a postal ballot for the equity shareholders in accordance with the provisions of Section 108, 110 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

In compliance with General Circular numbers 14/2020, 17/2020,22/2020, 33/2020, 39/2020, 10/2021 20/2021, 3/2022, 11/2022, 09/2023, 09/2024 and 03/2025 issued by the Ministry of Corporate Affairs ("MCA"), the Company has sent the Postal Ballot Notice along with the explanatory statement in electronic form only to those Members whose e-mail addresses were registered with the Company/ Depositories, to enable them to cast their votes electronically. The Company also published a Notice in the newspaper and fulfilled other requirements as mandated under the provisions of the Act and Rules framed thereunder. The voting rights were reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date.

In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules read with Regulation 44 of the SEBI Listing Regulations, the Company had offered the facility of e-voting to its members to enable them to cast their vote electronically through the e-voting services provided by NSDL. During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form have casted their vote electronically. Upon completion of scrutiny of the votes cast through e-voting in a fair and transparent manner, the scrutinizer submitted his report to the Company for declaration of results. The results were also placed at the website of the Company. The last date of the voting period is deemed to be the date of passing of the resolution.

Detail of the voting pattern and resolutions are given below:

Date of Declaration of Postal Ballot Results	Name of the Scrutinizer	Brief particulars of resolution	Percentage of votes cast in favour of the resolution
May 25, 2025	Mr. Neelesh Kumar Jain, Proprietor, M/s N.K.J & Associates, Company Secretaries	Revision, ratification, and waiver of excess remuneration paid to Mr. Deepak Chhabra (DIN:01879706), Managing Director of the Company for the period March 2024 to February 2025 as a Special Resolution	99.98
		Revision of remuneration of Mr. Deepak Chhabra (DIN:01879706), Managing Director of the Company with effect from March 1, 2025 as a Special Resolution	99.98
		Re-appointment of Mr. Deepak Chhabra (DIN:01879706) as Managing Director of the Company with effect from March 28, 2025 as a Special Resolution	99.99

Any resolutions proposed to be passed through postal ballot during the current financial year will be undertaken as and when necessary, in compliance with applicable laws and procedures.

As on 31 March 2026, the distribution of Company's shareholding was as follows: -

No. of Shares	No. of Shareholders	% of Shareholders	Shares	% of shares
UPTO - 2500	57794	96.99	11616229	11.51
2501 - 5000	806	1.35	2982688	2.95
5001 - 10000	462	0.78	3414569	3.38
10001 - 20000	241	0.40	3468826	3.44
20001 - 30000	79	0.13	1957195	1.94
30001 - 40000	45	0.08	1591390	1.58
40001 - 50000	41	0.07	1847367	1.83
50001 AND ABOVE	118	0.20	74071736	73.37
TOTAL	**59586**	**100.00**	**100950000**	**100.00**

DEMATERIALISATION OF SHARES

Members are requested to convert their physical holdings to demat/electronic form through the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held. Shares received for dematerialization are generally confirmed within a maximum period of twenty one days from the date of receipt, if the documents are clear in all respects. There are 42698 no. of shareholders holding their shares in dematerialized form, which represent 97.79% of the Equity paid up capital of the Company.

PLANT LOCATION

TIMEX GROUP INDIA LIMITED

Plot No-10, Baddi, Ind. Area Katha, Near Fire Station Baddi, Nalagarh, Solan, Himachal Pradesh.

ADDRESS FOR CORRESPONDENCE

TIMEX GROUP INDIA LIMITED

E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024

Email: investor.relations@timex.com

CERTIFICATE UNDER CLAUSE 10(I) OF PARA C OF SCHEDULE V TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members,
Timex Group India Limited
E-10, Lower Ground Floor,
Lajpat Nagar-III, New Delhi-110024

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Timex Group India Limited having CIN L33301DL1988PLC033434 and having registered office at E-10, Lower Ground Floor, Lajpat Nagar-III, New Delhi-110024 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulations 34(3) read with Schedule V Para-C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In our opinion and to the best of our 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 us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending 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.

S. No.	Name of the Directors	DIN	Date of appointment in the Company
1.	Mr. Deepak Chhabra	01879706	28/03/2022
2.	Mr. David Thomas Payne	07504820	20/04/2018
3.	Mr. Sanjeev Kumar	02524617	01/02/2024
4.	Ms. Meeta Makhan	07135150	01/02/2024
5.	Mr. Marco Zambianchi	10457688	01/02/2024
6.	Ms. Dhanashree Ajit Bhat	10477919	01/02/2024

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

For N.K.J & ASSOCIATES
Company Secretaries

Sd/
NEELESH KR. JAIN
Proprietor
Membership No. FCS 5593
Certificate of Practice No. 5233
UDIN- F005593H000416564
PR No.: 6416/2025

Date: May 26, 2026
Place: New Delhi

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION AS PER REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors
Timex Group India Limited
New Delhi

Certification to the Board pursuant to Regulation 17(8) read with Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to certify that;

a) We have reviewed the Financial Statements and the cash flow statement for the year ended 31st March 2026 and that to the best of our knowledge and belief:

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

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

b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2026 which are fraudulent, illegal or violative of the Company's code of conduct.

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

d) We have indicated to the auditors and Audit Committee;

   i. significant changes in internal control over financial reporting during the year ended 31st March, 2026;

   ii. significant changes in accounting policies during the year ended 31st March, 2026 and that the same have been disclosed in the notes to the financial statements; and

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

Sd/-	Sd/-
Deepak Chhabra	Amit Jain
Managing Director	Chief Financial Officer
(DIN: 01879706)	

Date: May 26, 2026
Place: Noida

DECLARATION BY THE CEO UNDER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING ADHERENCE TO THE CODE OF CONDUCT

To,
Board of Directors
Timex Group India Limited

AFFIRMATION OF COMPLIANCE OF CODE OF CONDUCT

On the basis of affirmations received from the Board Members and the Senior Management Personnel and to the best of my information, knowledge and belief, I, Deepak Chhabra, Managing Director of Timex Group India Limited ("the Company"), hereby affirm that, the Board Members and the Senior Management Personnel during the financial year 2025-26, have complied with the provisions of Code of Conduct for Directors and Senior Management of the Company as laid down by the Board of directors of Timex Group India Limited.

Sd/-
Deepak Chhabra
Managing Director
(DIN: 01879706)

Date: May 18, 2026
Place: Noida

CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To the Members,
Timex Group India Limited
E-10, Lower Ground Floor,
Lajpat Nagar-III, New Delhi-110024

1. We have reviewed the implementation of the corporate governance procedures by Timex Group India Limited (the Company) during the year ended March 31st 2026, as stipulated under Regulation 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended.

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

3. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has to conduct the affairs of the Company.

4. On the basis of our review and according to the best of our information and according to the explanation given to us, the company has been complying with conditions of Corporate Governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For N.K.J & ASSOCIATES
Company Secretaries
Sd/-
NEELESH KR. JAIN
Proprietor
Membership No. FCS 5593
Certificate of Practice No. 5233
UDIN: F005593H000416586
PR No.: 6416/2025

Date: May 26, 2026
Place: New Delhi

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed Entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L33301DL1988PLC033434
2.	Name of the Listed Entity	TIMEX GROUP INDIA LIMITED
3.	Year of incorporation	1988
4.	Registered office address	E-10, Lower Ground Floor, Lajpat Nagar III, New Delhi-110024
5.	Corporate address	Unit no. 303, 3rd floor, Tower B, World Trade Tower (WTT), C-1, Sector-16, Noida-201301
6.	E-mail	Investor.relations@timex.com
7.	Telephone	0120-4741300
8.	Website	www.timexindia.com
9.	Financial year for which reporting is being done	2025-26
10.	Name of the Stock Exchange(s) where shares are listed	BSE Ltd.
11.	Paid-up Capital	Equity share capital - Rs. 10,09,50,000 Preference share capital - Rs. 64,81,52,640
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Deepak Chhabra Managing Director Contact Details: Phone No.: 0120-4741300 Email: investor.relations@timex.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures made in this report are on standalone basis and pertain only to Timex Group India Limited.
14.	Name of assessment of assurance provider	Not Applicable
15.	Type of assessment of assurance obtained	Not Applicable

II. Products/services

16. **Details of business activities (accounting for 90% of the turnover):**

S.no	Description of Main Activity	Description of Business Activity	% of Turnover of the Entity
1	Manufacturing	Manufacturing of watches	66.53%
2	Trade	Wholesale Trading	32.56%
3	Support service to Organisations	Other support services to organisations	0.91%

17. **Products/Service sold by the entity (accounting for 90% of the entity's Turnover):**

S.no.	Product/Service	NIC Code	% of total Turnover contributed
1.	Watches	2652	98%

III. Operations

18. **Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	1	7	8
International	-	-	-

19. **Market served by the entity**

a. Number of locations

Locations	Number
National (No. of states)	Pan India
International (No. of Countries)	7

b**. What is the contribution of exports as a percentage of the turnover of the entity?**

Exports contribute approximately 1.7% of total turnover of the Company.

c. **A brief on types of customers**

The Company primarily sells its products on a wholesale cash-and-carry basis through a diverse range of sales channels and partners, including distributors, dealers, franchise-operated exclusive brand outlets, modern trade chain stores, defence and institutional buyers, e-commerce platforms, and brand webstore.

It boasts a strong portfolio of prestigious international brands in the fashion and lifestyle segment, offering ample choice to fashion-conscious consumers. The current brand portfolio includes Timex, Guess, Gc, Versace, Aston Martin, Salvatore Ferragamo, Nautica, Furla, Adidas Originals, Philipp Plein, Plein Sport, UNLTD., Helix, and TMX.

In addition, the Company operates as an ODM (Original Design Manufacturer) for watches for brands such as Lavie and Woodland and collaborates with leading e-commerce platforms like Flipkart and Myntra to design and manufacture watches for brands including Van Heusen, Allen Solly, Louis Philippe and Peter England.

IV. Employees

20. **Details as at the end of Financial Year:**

a. Employees and workers (including differently abled)

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	%(B/A)	No.(C)	%(C/A)
			EMPLOYEES			
1	Permanent(D)	185	165	89%	20	11%
2	Other than Permanent (E)*	415	357	86%	58	14%
3	**Total employees (D+E)**	**600**	**522**	**87%**	**78**	**13%**
			WORKERS			
4	Permanent(F)	118	16	14%	102	86%
5	Other than Permanent(G)*	106	18	17%	88	83%
6	**Total employees (F+G)**	**224**	**34**	**15%**	**190**	**85%**

*Other than permanent employees represent the employees contracted via third party.

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	%(B/A)	No.(C)	%(C/A)
			DIFFERENTLY ABLED EMPLOYEES			
1	Permanent(D)	0	0	0	0	0
2	Other than Permanent(E)*	0	0	0	0	0
3	**Total differently abled employees (D+E)**	**0**	**0**	**0**	**0**	**0**
			DIFFERENTLY ABLED WORKERS			
4	Permanent(F)	1	0	0	1	100%
5	Other than Permanent(G)*	0	0	0	0	0
6	**Total differently abled workers (F+G)**	**1**	**0**	**0**	**1**	**100%**

*Other than permanent employees in Timex are contracted via third party.

21. **Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	%(B/A)
Board of Directors	6	2	33.33%
Key Management Personnel*	2	-	-

*Excluding BOD

22. **Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)**

	FY 2025-26 (Turnover rate)			FY 2024-25 (Turnover rate)			FY 2023-24 (Turnover rate)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	4.5%	0%	4.5%	9%	0%	9%	10%	1%	11%
Permanent Workers	1%	2%	3%	2%	8%	10%	1%	13%	14%

V. Holding, Subsidiary and Associate Companies (including joint venture)

23. (a) Names of holding/subsidiary/associate companies/joint venture

S.no	Name of the holding/ subsidiary/ associate companies/ joint venture (A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility Initiatives of the listed entity? (Yes/No)
1.	Timex Group Luxury Watches B.V.	Holding Company	-	No

The Company does not have any subsidiary, associate or Joint venture.

VI. CSR Details

24. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: (Yes/No): Yes

(ii) Turnover (in Rs.) - Rs. 798,58,43,907

(iii) Net worth (in Rs.) - Rs. 111,28,36,111

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaints is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2025-26			FY 2024-25		
		Number of Complaints filed during the year	Number of Complaints pending resolution at close of the year	Remarks	Number of Complaints filed during the year	Number of Complaints pending resolution at close of the year	Remarks
Communities	Yes https://www.timexindia.com/wp-content/uploads/2023/05/Timex_Code-of-Conduct.pdf	There have been no complaints or grievances received under any of the principles of National Guidelines on Responsible Business Conduct.					
Investors (other than shareholders)	Yes https://www.timexindia.com/investors-contact/						
Shareholders	Yes https://www.timexindia.com/investors-contact/	29	0	Not Applicable	13	1	Not Applicable
Employees and Workers	Yes https://www.timexindia.com/pdf/Whistle%20Blower%20Policy.pdf and https://www.timexindia.com/wp-content/uploads/2023/05/Timex_Code-of-Conduct.pdf https://www.timexindia.com/wp-content/uploads/2025/04/TIMEX-Equal-employment-Opportunity-Policy-FINAL.pdf	There have been no complaints or grievances received under any of the principles of National Guidelines on Responsible Business Conduct.					
Customers	Yes https://www.timexindia.com/wp-content/uploads/2023/05/Timex_Code-of-Conduct.pdf and https://www.timexindia.com/warranty-repair/	13,564	0	Not Applicable	13,896	0	Not Applicable
Value Chain Partners		There have been no complaints or grievances received under any of the principles of National Guidelines on Responsible Business Conduct.					
Other (Please Specify)		-					

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

Please refer to the Risk Management Section in the Board's Report in addition to the following details.

S. no	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Employee Health, Safety and Well-being	R	As the Company's most valuable resource, employee safety and wellbeing are of paramount importance. This is accomplished by assessing and controlling health and safety risks across the operations.	The Company emphasises on placing safety as a pre-requisite across all its operations. Further, Company also takes various measures to ensure the health and wellbeing of employees by resorting to various interventions through health awareness programs	Neutral Any cost put towards employee health, safety and well-being will yield positive results in the long term.
2.	Labour practices	R	Changing regulations around labour practices pose a challenge	The Company adheres to all applicable laws, pertaining to human rights and labour practices. The Company does not engage in child labour, forced or compulsory labour.	Negative Workplace incidents related to employee's health and safety can result into the cost of high litigation, plants shutdown, survivor benefits and fines from the regulators.
3.	Human Rights	R	Changing regulations around human rights pose as a challenge	The Company puts in substantial efforts to ensure that no human right violations are ensured in the entire line of our business	Negative Any human rights violation or non-compliance can lead to severe reputational and financial risk for the Company.
4.	Waste management	O	The Company has a robust waste management process with zero discharge of waste outside the plant premises.	To regularly improve our waste segregation, collection, treatment and disposal processes to make the process more efficient	Positive The waste generated is either used back in processes or disposed off to the registered vendors for recycling.
5.	Consumer welfare	O	To distinguish ourselves as the market leaders and most preferred consumer brand	Timex has established strong market connect with consumer and build legacy brands that ensure consumer welfare	Positive Goodwill amongst consumer will convert into product sales
6.	Innovation and Technology	O	The implementation of new technologies will enable the organisation to be at the forefront as market leaders with better quality products. It will also help business to counter any disruptive business models that may pose a threat to our business.	-	Positive Cost undertaken for innovation and technology would benefit the company.
7.	Governance	O	A robust governance structure will enable the Company in assessing its policies and processes from the perspective of minimizing the impact on the environment while empowering the society and act as responsible corporate citizen.	Strong leadership and resilient execution teams	Positive Transforming our business and levelling it up.

S. no	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8.	Training and Development	O	The Company can raise the bar on quality of its offerings and become increasingly future-ready by ensuring requisite technical and behavioural skills are imparted to its workforce through regular trainings.	Adapting to best training / development practices to develop our people	Positive The investment made in training and development of people will benefit the company across all functions
9.	Diversity at workplace	O	A diverse workplace is an inclusive environment that provides equal rights and opportunities for all employees and helps in building an equitable society. A greater diversity across genders and ethnicity is strongly correlated to a greater level of inclusiveness (unconventional biases in ethnicity, race and equality while transforming our thoughts and actions at a personal and professional level), improved propositions and productivity enabling value creation.	Encouraging diversity at all levels through all our practices	Positive A pool of diverse workforce of different genders, ages and ethnicities, nationalities, socio-economic backgrounds, religious beliefs, cultural practices, and sexual orientation will enable the Company to develop its services further and mitigate operational risks. Diversity in the workforce brings new perspectives, experiences and ideas which enables innovation, increases performance and enables a positive culture in the organization.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements

Disclosure Questions			P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes											
1.	a.	Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b.	Has the policy been approved by the Board (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c.	Web Link of the Policies, if available	1. Code of Conduct for all Directors and Senior Management: https://www.timexindia.com/code-of-conduct/ 2. Code of Conduct for employees: https://www.timexindia.com/wp-content/uploads/2023/05/Timex_Code-of-Conduct.pdf 3. Whistle Blower Policy: https://www.timexindia.com/pdf/Whistle%20Blower%20Policy.pdf 4. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders: https://www.timexindia.com/wp-content/uploads/2021/03/Timex-POIT-Reg-amended_21-March_2021.pdf 5. Related Party Transaction Policy: https://www.timexindia.com/wp-content/uploads/2025/02/RPT-Policy_30-Jan-2025.pdf 6. Policy for Determination of Materiality of Events / Information: https://www.timexindia.com/pdf/TGIL_Policy_events.pdf 7. Prevention of Sexual Harassment of women: https://www.timexindia.com/wp-content/uploads/2023/05/Timex_Policy-on-Sexual-Harrasement.pdf 8. Equal Employment Opportunity Policy: https://www.timexindia.com/wp-content/uploads/2025/04/TIMEX-Equal-employment-Opportunity-Policy-FINAL.pdf								

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4.	Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	• SA 8000:2014 • ISO 45001:2018								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company recognizes its responsibilities under the ESG framework and strives to be a leading organization in these areas. Through its efforts across various functions, the Company is steadily progressing toward this goal.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company is taking adequate steps towards fulfilment of its responsibilities for ESG framework.								
Governance, leadership and oversight										
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements									
	The Company believes that sustainability, inclusivity, prosperity, and governance are as vital as profitability. Guided by this belief, we are making consistent efforts to create a brighter future for all stakeholders associated with the Company. We recognize that growth must be sustainable, and we proactively address our environmental, social, and governance responsibilities. To this end, we have implemented thoughtful measures to reduce inequalities within and beyond the organization, earn and retain stakeholder trust, and contribute to building a greener tomorrow. We are committed to leading by example and delivering solutions through sustainable, reliable, and innovative products in our field, thereby strengthening our brand and impact.									
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Deepak Chhabra (DIN: 01879706), Managing Director of the Company								
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	The Company does not have specified Committee for decision making on sustainability related issues. However, the Directors and senior management monitor various aspects of social, environmental, governance and economic responsibilities of the Company on a continuous basis.								

10. **Details of Review of NGRBCs by the Company:**

Subject for review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half Yearly/ Quarterly/Any other- Please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	The policies are reviewed periodically/ on a need basis by the Board of Directors of the Company.								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	Status of compliance with all applicable statutory requirements is reviewed by the Board of Directors on a quarterly basis.								

11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
		No								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/no)									
It is planned to be done in the next financial year (Yes/no)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent, and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	7	During the year, the Board of Directors (including Committees) and KMPs engaged in various updates pertaining to business, regulatory, safety, employee well-being, ESG matters etc. The KMPs and Senior Management are also given periodic updates on Company's Code of Conduct, the provisions of SEBI (Prohibition of Insider Trading) Regulations, Whistle Blower Policy, Prevention of Sexual harassment, HR policies, etc.	100%
Key Managerial Personnel			
Employees other than BoD and KMPs	14	Various trainings and awareness sessions are regularly organised for employees covering areas including induction training at joining and trainings on leadership, HR policy, functional/ technical skills and compliance matters during the course of employment.	100%
Workers	31	All workers undergo training programmes on a regular basis in the areas of skill upgradation, process orientation, soft skill development and safety. These trainings are imparted through online and classroom mods as well as on-the-job. Classroom trainings conducted during the year included SA 8000 Awareness session, Trainings on SA 8000 Policy & Procedures, Awareness on POSH, Trainings on Health & safety & Risk assessment etc.	91%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year 2025-26 in the following Format

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

During FY 2025-26, there were no material fines/penalties/punishments/awards/compounding fees/settlements as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 imposed on the Company or its Directors/KMPs.

Monetary					
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Amount (In INR)**	**Brief of the case**	**Has an appeal been preferred? (Yes/No)**
Penalty/Fine	NIL	NIL	NIL	NIL	Not Applicable
Settlement	NIL	NIL	NIL	NIL	Not Applicable
Compounding fee	NIL	NIL	NIL	NIL	Not Applicable

Non- Monetary				
	NGRBC Principle	**Name of the regulatory/ enforcement agencies/ judicial institutions**	**Brief of the case**	**Has an appeal been preferred? (Yes/No)**
Imprisonment	NIL	NIL	Not Applicable	Not Applicable
Punishment	NIL	NIL	Not Applicable	Not Applicable

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/enforcement agencies/ judicial institutions
Not Applicable	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes. The Company strictly prohibits corruption and bribery practices and covers these matters in detail with do's and don'ts in its Code of Conduct. All employees and other stakeholders dealing with the Company are required to abide by the values of the company. The code requires the employees to work and conduct in an ethical, accountable and transparent manner in their day-to-day office work and addresses issues beyond corruption and bribery. Web-link to the Company's code of conduct: https://www.timexindia.com/wp-content/uploads/2023/05/Timex_Code-of-Conduct.pdf

Apart from the Code of Conduct, the Company also has a Whistle blower Policy to report such matters.

5. **5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2025-26	FY 2024-25
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. **Details of complaints with regard to conflict of interest:**

	FY 2025-26		FY 2024-25	
	Number	**Remarks**	**Number**	**Remarks**
Number of complaints received in relation to issues of conflict of interest of the directors	NIL	Not Applicable	NIL	Not Applicable
Number of complaints received in relation to issues of conflict of interest of the KMPs	NIL	Not Applicable	NIL	Not Applicable

7. **Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

8. **Number of days of accounts payables (Accounts payable *365) / Cost of goods/services procured) in the following format:**

	FY 2025-26	FY 2024-25
Number of days of accounts payables	67 days	56 days

9. **Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format

Parameter	Metrics		FY 2025-26	FY 2024-25
Concentration of Purchases	a.	Purchases from trading houses as % of total purchases	30%	30.3%
	b.	Number of trading houses where purchases are made from	8	8
	c.	Purchases from top 10 trading houses as % of total purchases from trading houses	100%	100%
Concentration of Sales	a.	Sales to dealers/ distributors as % of total sales	84.54%	83.83%
	b.	Number of dealers / distributors to whom sales are made	371	374
	c.	Sales to top 10 dealers/ distributors as % of total sales to dealers / distributors	62.99%	58.79%

Parameter	Metrics		FY 2025-26	FY 2024-25
Share of RPTs in	a.	Purchases (Purchases with related parties / Total Purchases)	26.70%	28.89%
	b.	Sales (Sales to related parties / Total Sales)	1.99%	2.82%
	c.	Loans & advances (Loans & advances given to related parties/ Total loans & advances)	-	-
	d.	Investments (Investments in related parties / Total Investments made)	-	-

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes' to total R&D and capex investments made by the entity, respectively**

	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	-	-	-

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, the company is committed to sustainability in its supply chain, requiring annual supplier assessments based on Environmental, Social, and Economical grounds, as per SA 8000:2014.

The Company follows Supplier assessment checklist, stamped & signed along with complete information with key commodity Suppliers.

b. If yes, what percentage of inputs were sourced sustainably?

>=86% of the inputs are sourced sustainably.y.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

As a part of the e-waste recycling and plastic waste management collection programme, the Company has partnered with government authorised recyclers. We have detailed MOU signed for both e-waste, solid waste management and used oil with the identified treatment value-chain player. All the necessary and legal authorisations required for the processing facilities have been taken and approved by concerned governmental agencies. The recycling and disposal of e-waste help us to ensure the protection of the environment from hazardous consequences.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Yes, the Company is in compliance with the Extended Producer Responsibility (EPR) guidelines. Our waste collection plan is in line with the EPR plan submitted to Pollution Control Board (PCB).

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. **a. Details of measures for the well-being of employees:**

Category	% OF EMPLOYEES COVERED BY										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day care facilities	
		Number (B)	%(B/A)	Number (C)	%(C/A)	Number (D)	% (D/A)	Number (E)	%(E/A)	Number (F)	%(F/A)
Permanent Employees											
Male	165	165	100%	165	100%	NA	NA	165	100%	29	18%
Female	20	20	100%	20	100%	20	100%	NA	NA	1	5%
Total	185	185	100%	185	100%	20	11%	165	89%	30	17%
Other than Permanent employees*											
Male	357	357	100%	357	100%	NA	NA	357	100%	NA	NA
Female	58	58	100%	58	100%	58	100%	NA	NA	NA	NA
Total	415	415	100%	415	100%	58	14%	357	86%	NA	NA

*Other than permanent employees in Timex are contracted via third party and the responsibility related to the information shared above lies with the contractor. Timex ensures that the contractors meet the statutory requirements.

b. Details of measures for the well-being of workers:

Category	% OF EMPLOYEES COVERED BY										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity Benefits		Day care facilities	
		Number (B)	%(B/A)	Number (C)	%(C/A)	Number (D)	% (D/A)	Number (E)	%(E/A)	Number (F)	%(F/A)
Permanent Workers											
Male	16	16	100%	16	100%	NA	NA	16	100%	16	100%
Female	102	102	100%	102	100%	102	100%	NA	NA	102	100%
Total	118	118	100%	118	100%	102	86%	16	14%	118	100%
Other than Permanent Workers*											
Male	18	18	100%	18	100%	NA	NA	18	100%	18	100%
Female	88	88	100%	88	100%	88	100%	NA	NA	88	100%
Total	106	106	100%	106	100%	88	83%	18	17%	106	100%

*Other than permanent employees in Timex are contracted via third party and the responsibility related to the information shared above lies with the contractor. Timex ensures that the contractors meet the statutory requirements.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format-

	FY 2025-26	FY 2024-25
Cost incurred on well being measures as a % of total revenue of the Company	0.19%	0.23%

2. **Details of retirement benefits, for Current FY and Previous Financial Year.**

Benefits	FY 2025-26 Current Financial Year			FY 2024-25 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	-	82%	Y	-	83%	Y
Others- Super annuation	1%	-	Y	1%	-	Y

3. **Accessibility of workplaces**

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises / offices of the Company are accessible to all the employees including differently abled employees and workers.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? if so, provide a web-link to the policy.**

Yes. The company is committed to provide equal employment opportunities to all persons with diverse experience, impartiality and equal access, acceptance and respect of diverse culture, social background, and equal treatment for persons with disability. The Company endeavours to ensure that the work environment is free from any discrimination against all persons including persons with disabilities. Weblink of the Policy: https://www.timexindia.com/wp-content/uploads/2023/05/TIMEX-Equal-employment-Opportunity-Policy-FINAL.pdf

5. **Return to work and Retention rates of permanent employees and workers that took parental leave:**

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, the Company has multiple mechanisms to redress grievances such as Grievance Committee at Plant, Internal Committees under POSH Act for all workplaces, Company's Code of Conduct and Whistle Blower mechanism. The Company has also placed "Suggestion Box" at its plant which can be used by the employees and workers to raise their grievances.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. **Membership of employees and worker in association(s) or Unions recognised by the listed entity:**

Category	FY 2025-26			FY 2024-25		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or union (B)	% (B/A)	Total employees/ workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or union (D)	% (D/C)
Total Permanent Employees	**185**	**0**	**-**	**200**	**0**	**-**
Male	165	0	-	180	0	-
Female	20	0	-	20	0	-
Total Permanent Workers	**118**	**0**	**-**	**123**	**0**	**-**
Male	16	0	-	17	0	-
Female	102	0	-	106	0	-

8. **Details of training given to employees and workers:**

Category	FY 2025-26					FY 2024-25				
	Total (A)	On health and safety measures		On Skill upgradation		Total (D)	On health and safety measures		On Skill upgradation	
		Number (B)	%(B/A)	Number (C)	%(C/A)		Number (E)	%(E/D)	No.(F)	%(F/D)
Employees										
Male	165	29	18%	165	100%	180	31	17%	180	100%
Female	20	1	5%	20	100%	20	1	5%	20	100%
Total	**185**	**30**	**17%**	**185**	**100%**	**200**	**32**	**16%**	**200**	**100%**
Workers										
Male	16	16	100%	16	100%	17	17	100%	17	100%
Female	102	102	100%	102	100%	106	106	100%	106	100%
Total	**118**	**118**	**100%**	**118**	**100%**	**123**	**123**	**100%**	**123**	**100%**

9. **Details of performance and career development review of employees and worker:**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. (B)	%(B/A)	Total (C)	No.(D)	%(D/C)
Employees						
Male	165	164	99%	180	176	98%
Female	20	19	95%	20	19	95%
Total	**185**	**183**	**99%**	**200**	**195**	**98%**
Workers						
Male	16	16	100%	17	17	100%
Female	102	102	100%	106	106	100%
Total	**118**	**118**	**100%**	**123**	**123**	**100%**

10. **Health and safety management system:**

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, the Occupational Health and Safety Management System has been implemented at the Plant. The Company's health and safety management system is based on ISO 45001:2018, the International Standard for Occupational Health and Safety.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

- Periodic Mock drill conducted at the Plant.
- Brainstorming by cross function team.
- Internal and External audit.
- Maintaining records of Risk assessment.

c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.**

Yes, the Company has established processes that enable workers to report work-related hazards and remove themselves from risky situations. Clear protocols are in place for employees to promptly document workplace hazards, near misses, safety concerns, and unsafe behaviours or conditions encountered on-site.

Once a report is submitted, corrective and preventive measures are initiated within designated timelines, overseen by an assigned individual and subsequently reviewed by the relevant unit head. This structured system ensures ongoing workplace safety by swiftly identifying and mitigating potential hazards, thereby protecting all employees.

d. **Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?**

Yes, all Company employees have access to comprehensive non occupational medical and healthcare services. Within the Plant, a medical facility is staffed by a full time nurse and supported by a visiting doctor on a regular basis. The nurse's responsibilities include administering first aid, addressing emergency health concerns, and coordinating referrals to external medical facilities for further consultation when required.

This provision ensures that employees receive timely and essential medical care, reducing the risk of minor health issues developing into more serious conditions.

11. **Details of safety related incidents, in the following format:**

Safety incident/Number	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. **Describe the measures taken by the entity to ensure a safe and healthy work-place:**

At Timex, we place strong emphasis on the health, safety, and well being of our people. We continuously strive to create a work environment free from occupational hazards, regardless of where our employees are located or the type of work they perform. The measures undertaken by the Company include:

a) **Employee training:** Comprehensive training is essential for preventing workplace injury. The Company ensures that all employees and workers have access to safety training.

b) **Safety Inspections/ Audits:** The Company conducts safety audit or inspection at defined intervals to critically examine and identify any needs for corrective action. Checks are conducted in standardized format and records maintained at site.

c) **Regular review meetings:** Periodic meetings are held to review safety rules and discuss preventive measures, ensuring that workplaces remain safe for all employees.

13. **Number of Complaints on the following made by employees and workers:**

Category	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL	NIL	NIL	NIL	NIL	NIL
Health & Safety	NIL	NIL	NIL	NIL	NIL	NIL

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% of the plant was assessed by the Company and external auditors
Working Conditions	100% of the plant was assessed by the Company and external auditors

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Not applicable

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Any individual or group that contributes value to the Company's business is identified as a key stakeholder. This includes employees and workers, shareholders, customers, vendors, regulators, and various government organizations, among others. We prioritize our key stakeholders to understand their expectations and concerns. Through regular engagement across multiple channels, we have strengthened relationships and refined our organizational strategy.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlet, Advertisement, Community meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half/ Yearly/Quarterly/ Others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Multiple channels	Regular	Stay in touch with the customers and to receive their feedback on various products that the Company manufactures and deals with.
Employees and workers	No	Direct, through e-mail, meetings, townhall, Company website, notice board	Daily/need based	Communication on RnR, Employee Engagement, Talent Management, Training programmes
Investors and Shareholders	No	Annual General Meeting, Annual Reports, Financial Results and Investor Presentations, Investor meetings, Email communications, Company/ Stock Exchange website, newspaper advertisements, Notices and Intimations	Annual/Quarterly/ need based	To give an update on the developments in the Company, business performance, statutory information/ filings
Vendors/ Value Chain Partners	No	E-mail, one to one and joint meetings with vendors, Company website	Periodic/Annual	Stay in touch with vendors and suppliers for product engagement
Regulatory Authorities	No	E-mails, In-person scheduled Meetings	Need based	Discussions with respect to various regulations, amendments, inspections, and approvals

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	%(B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	185	185	100%	200	200	100%
Other than Permanent	415	0	-	393	0	-
Total Employees	**600**	**185**	**31%**	**593**	**200**	**34%**

Category	FY 2025-26			FY 2024-25		
	Total (A)	No. of employees/ workers covered (B)	%(B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Workers						
Permanent	16	16	100%	17	17	100%
Other than Permanent	102	102	100%	106	106	100%
Total Workers	**118**	**118**	**100%**	**123**	**123**	**100%**

Note: Currently, we have a Code of Conduct, HR Policy Manual and Policy on Sexual Harassment in place which covers the aspects of human rights. The employees are mandated to abide by these policies before joining the company. Additionally, extracts of the Factory Act prohibiting child/bonded Labour and minimum wages are displayed in factory premises for perusal of all direct/indirect employees.

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY 2025-26					FY 2024-25				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		Number (B)	%(B/A)	Number (C)	%(C/A)		Number (E)	%(E/D)	Number (F)	%(F/D)
Employees										
Permanent	**185**	**0**	**0**	**185**	**100%**	**200**	**0**	**0**	**200**	**100%**
Male	165	0	0	165	100%	180	0	0	180	100%
Female	20	0	0	20	100%	20	0	0	20	100%
Other than Permanent	**415**	**0**	**0**	**415**	**100%**	**393**	**0**	**0**	**393**	**100%**
Male	357	0	0	357	100%	345	0	0	345	100%
Female	58	0	0	58	100%	48	0	0	48	100%
Workers										
Permanent	**118**	**0**	**0**	**118**	**100%**	**123**	**0**	**0**	**123**	**100%**
Male	16	0	0	16	100%	17	0	0	17	100%
Female	102	0	0	102	100%	106	0	0	106	100%
Other than Permanent	**106**	**0**	**0**	**106**	**100%**	**55**	**0**	**0**	**55**	**100%**
Male	18	0	0	18	100%	3	0	0	3	100%
Female	88	0	0	88	100%	52	0	0	52	100%

3. **Details of remuneration/salary/wages, in the following format:**

   a. **Median Remuneration/wages:**

	Male		Female	
	Number	Median remuneration/ salary/ Wages of respective category	Number	Median remuneration/ salary/ Wages of respective category
Board of Directors (BoD)*	4	5,77,82,956	2	-
Key Managerial Personnel	2	2,33,18,260	0	-
Employees other than BoD and KMP	162	16,72,350	20	17,02,476
Workers	16	2,58,066	102	2,39,400

*The Company has 1 Managing Director and 5 other directors including independent directors and other non-executive directors. Independent directors are only getting sitting fees. Other non-executive directors do not get any remuneration. The remuneration details in the above table only considers remuneration of Managing Director.

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format-**

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	14%	13%

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Internal Committees under POSH and HR department are responsible for these matters.

5. **Describe the internal mechanisms in place to redress grievances related to human right issues.**

At Timex, guidance on human rights issues is covered as a part of its Code of Conduct, HR Policy Manual and POSH Rules. Employees are encouraged to approach their Reporting Manager, Head of Department, or personnel from Human Resource Department for any grievances.

Also, the Company has a Whistle Blower Policy that allows and encourages its stakeholders to raise concerns about the violations against the Code of Conduct.

6. **Number of Complaints on the following made by employees and workers:**

Category	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NIL	NIL	NIL	NIL	NIL
Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL	NIL	NIL
Forced Labour/ Involuntary Labour	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other human rights related issues	NIL	NIL	NIL	NIL	NIL	NIL

7. **Complaints filed under the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	NIL	NIL
Complaints on POSH upheld	Not Applicable	Not Applicable

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company fosters an open culture of communication, free from any form of bullying or harassment. Our Whistleblower Policy provides clear guidelines and mechanisms to protect complainants. Investigations are conducted in strict confidence, ensuring protection against retaliation and safeguarding the identity of the whistleblower. The Company offers necessary safeguards to all whistleblowers making protected disclosures in good faith, covering areas outlined in the Code of Conduct such as integrity in business, responsible corporate citizenship, fair labour and trade practices, and compliance with applicable laws.

In addition, the Company has a policy for the prevention, prohibition, and redressal of sexual harassment in the workplace. Internal Committees (ICs) are established at various locations in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. These committees are responsible for conducting inquiries into complaints. The Company also regularly sensitizes employees through awareness programs to promote a safe and respectful workplace environment.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100% of the plant was assessed by the Company and external auditors
Forced/involuntary labour	100% of the plant was assessed by the Company and external auditors
Sexual harassment	100% of the plant was assessed by the Company and external auditors
Discrimination at workplace	100% of the plant was assessed by the Company and external auditors
Wages	100% of the plant was assessed by the Company and external auditors
Others-please specify	-

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2025–26 (in Giga Joules)	FY 2024–25 (in Giga Joules)
From renewable sources		
Total electricity consumption (A)	-	-
a. Wheeled renewable power procured from a captive renewable power plant, a third party, or power exchange.	-	-
b. Wheeled non-renewable power procured from a captive power plant, a third party, or power exchange.	-	-
c. Renewable power procured under ‘green tariff’ program of the state.	-	-
d. Grid power	1694	1618
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	**1694**	**1618**
From non-renewable sources		
Total electricity consumption (D)	-	-
a. Wheeled renewable power procured from a captive renewable power plant, a third party, or power exchange.	-	-
b. Wheeled non-renewable power procured from a captive power plant, a third party, or power exchange.	-	-
c. Renewable power procured under ‘green tariff’ program of the state.	-	-
d. Grid power	1434	1293
Total fuel consumption (E)	130	151
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources(D+E+F)	**1564**	**1444**
Total Energy consumed (A+B+C+D+E+F)	**3258**	**3062**
Energy intensity per rupee of turnover (Total energy Consumed/ Revenue from operations) Giga Joules per Lakhs (Rs.)	**0.041**	**0.057**
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	**0.830**	**1.176**
Energy Intensity in terms of Physical output	**0.0007**	**-**
Energy intensity (Optional) -the relevant metric may be selected by the entity	**-**	**-**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assurance has been done for data verification.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in Kilolitres)		
(i)Surface water	0	0
(ii)Groundwater	7625	8012
(iii)Third party water	2743.2	81
(iv)Seawater/desalinated water	0	0
(v)Others	0	0
Total volume of water withdrawal (in Kilolitres) (i + ii + iii + iv + v)	10368.2	8093
Total Volume of water consumption (in Kilolitres)	**10368.2**	**8093**
Water intensity per rupee of turnover (Water consumed/ turnover) KL per Lakhs (Rs.)	**0.130**	**0.150**
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	**2.641**	**3.107**
Water intensity in terms of physical output	**0.0022**	**-**
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assurance has been done for data verification.

4. **Provide the following details related to water discharge**

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	Not applicable	Not applicable
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	Not applicable	Not applicable
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	Not applicable	Not applicable
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	Not applicable	Not applicable
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	Not applicable	Not applicable
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kiloliters)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

At present, the Company has not implemented a Zero Liquid Discharge (ZLD) system. However, all wastewater generated at the Baddi premises is treated through a Sewage Treatment Plant (STP), and 100% of the treated water is reused within the premises. The treated water is primarily utilized for horticulture and landscaping, with due approval from the concerned authorities. The STP is operated and maintained regularly in accordance with the norms and guidelines prescribed by the Central Pollution Control

Board (CPCB) and the State Pollution Control Board (SPCB). By ensuring complete reuse of treated wastewater, the Company effectively reduces freshwater consumption and minimizes liquid discharge, underscoring its commitment to responsible water management and environmental sustainability.

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Unit	FY 2025-26	FY 2024-25
Nox	g/Kw-Hr	0.199	0.182
Sox	g/Kw-Hr	0.101	0.102
Particulate matter (PM)	g/Kw-Hr	0.072	0.155
Persistent organic pollutants (POP)	-	Not Applicable	Not Applicable
Volatile organic compounds (VOC)	-	Not Applicable	Not Applicable
Hazardous air pollutants (HAP)	-	Not Applicable	Not Applicable
Others–please Specify	-	Not Applicable	Not Applicable

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, the entity carries out annual third party testing through an external laboratory for key air emission parameters such as NOx and SOx. This external testing is done to ensure compliance with the prescribed environmental standards, in addition to regular internal monitoring.

The test reports received from the external laboratory are submitted to the concerned statutory authorities and the Pollution Control Board for review and record, as per applicable requirements.

7. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) its intensity, in the following format:**

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emission (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available	Metric tonnes of Co2 equivalent	214.43	149.8
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of Co2 equivalent	326.62	295
Total Scope 1 and Scope 2 emissions per rupee of turnover **(Total scope 1 and scope 2 GHG emissions/ Revenue from operations)** Metric tonnes per Lakhs (Rs.)	Metric tonnes of Co2 equivalent	0.0068	0.0083
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	Metric tonnes of Co2 equivalent	**0.138**	**0.171**
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	0.0001	-
Total Scope 1 and Scope 2 emissions intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assurance has been done for data verification.

8. **Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

Yes, the entity has undertaken several initiatives to reduce Greenhouse Gas (GHG) emissions by improving energy efficiency and adopting modern, energy efficient technologies across its operations.

One of the key steps taken was the replacement of conventional CFL lights with energy efficient LED lighting in various operational areas. This change helped reduce electricity consumption by around 16%. Apart from lowering indirect GHG emissions linked to power usage, the improved lighting also enhanced visibility, workplace safety, and employee productivity.

The entity also replaced an old and inefficient air compressor with a high efficiency compressor system. The new system includes better load management and advanced control features, which resulted in approximately 49% energy savings. This significantly reduced electricity consumption, operational losses, and related GHG emissions, while also improving reliability and reducing maintenance issues.

In addition, outdated chillers were replaced with modern, eco friendly, high efficiency chillers equipped with improved heat exchange technology and advanced controls. This upgrade led to around 29% energy savings, along with better system performance, lower maintenance requirements, and a reduced environmental impact.

Through these measures, the entity has successfully reduced overall energy consumption and indirect GHG emissions, demonstrating its commitment to environmental sustainability and responsible climate practices.

9. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)		
Plastic waste **(A)**	19.765	12.33
E-waste**(B)**	3	6
Bio-medical waste **(C)**	0	0
Construction and demolition waste **(D)**	0	0
Battery waste**(E)**	2.3	0.528
Radioactive waste **(F)**	0	0
Other Hazardous waste generated **(G)**	0	0
Other Non-hazardous waste generated **(H)**		
Aluminium Scrap	0.19	0
Brass Scrap	0.42	0.35
MS Scrap	2.74	2.69
Steel	1.16	0.81
Total (A+B+C+D+E+F+G+H)	**29.575**	**22.708**
Waste intensity per rupee of turnover (Total waste generated/ Revenue from operations) (Metric tonnes/Lakhs in Rs.)	**0.0004**	**0.0004**
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/ Revenue from operations adjusted for PPP)	**0.0075**	**0.0082**
Waste intensity in terms of physical output	0.00	-
Waste intensity *(optional)* – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other operation (in metric tonnes)		
Category of waste		
(i)Recycled	10.857	12.359
(ii)Re-used	0	0
(iii)Other recovery operations	0	0
Total	**10.857**	**12.359**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total	**0**	**0**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assurance has been done for data verification.

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The entity follows clear and structured waste management practices to handle waste generated from its operations. Waste is properly segregated at source into recyclable, non recyclable, and hazardous categories and is managed in line with applicable environmental regulations.

Plastic waste is handled in accordance with the Plastic Waste Management (PWM) Rules, 2016, including compliance with Extended Producer Responsibility (EPR) requirements. Plastic waste is collected, recorded, and disposed of through authorized agencies.

To reduce the use of hazardous and toxic chemicals, the entity adopts controlled procurement and process based usage and prefers safer alternatives wherever possible. Regular monitoring and employee training are carried out to ensure safe handling and optimum use of chemicals.

Any hazardous waste generated is safely stored in designated areas and disposed of only through authorized waste handlers, as per the guidelines of the CPCB and SPCB. These practices help minimize environmental impact and ensure responsible waste management.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

S.no.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable			

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

13. **Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S.no.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines/ penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is compliant with the applicable environmental laws/regulations/ guidelines in India and no fines/penalties/ actions were taken by regulatory agencies/ courts.				

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. **Number of affiliations with trade and industry chambers/ associations.** - 2 (Two)

   b. **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S.No.	Name of trade and industry chambers/associations	Reach of trade and industry chambers/associations (State/ National)
1	All India Federation of Horological Industries	National
2	Baddi Barotiwala Nalagarh Industries Association	State

2. **Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of authority	Brief of the case	Corrective action taken
Nil		

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

Name and brief details of project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No)	Relevant web link
Not Applicable					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

S.no.	Name of project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. **Describe the mechanism to receive and redress grievances of the community.**

The Company acknowledges its responsibility towards the society and supports inclusive growth and equitable development of all its stakeholders. We strongly believe in growing together responsibly leading to success of our business. We aim at balancing the needs and address the concerns of our stakeholders and endeavour to take into the consideration the impact we have on the environment, society and the community.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/small producers	42%	40%
Sourced directly from within the district and neighbouring districts	2.5%	2.5%

5. **Job creation in small towns- Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost**

Location	FY 2025-26	FY 2024-25
Rural	0.02%	0.0%
Semi-urban	13.04%	13.4%
Urban	1.37%	1.9%
Metropolitan	85.57%	84.7%

(Place to be categorised as per RBI classification system – rural/semi-urban/ urban/ metropolitan)

PRINCIPLE 9: Business should engage with and provide value to their consumers in a responsible manner

Essential Indicator

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company has established adequate mechanisms and takes consistent efforts to address and resolve consumer feedback and complaints. Consumers can raise their concerns through a dedicated phone line or by sending an email. All complaints are handled in accordance with a standardized operating procedure (SOP). Based on the nature of the complaint, it is forwarded to the respective department for further action, including providing an appropriate response. The Company also takes necessary measures to address consumer complaints lodged with consumer forums, in compliance with applicable laws and regulations.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable
Safe and responsible usage	
Recycling and/or safe disposal	

3. **Number of consumer complaints in respect of the following:**

	FY 2025-26		Remarks	FY 2024-25		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data Privacy	We have not received any complaint with respect to Data Privacy, Advertising and Cybersecurity during the FY 2025-26 and FY 2024-25					
Advertising						
Cyber-security						
Delivery of essential services	Our products and services do not fall under the category of essential services					
Restricted Trade Practices	We have not received any complaint with respect to restricted trade practices and unfair trade practices during the FY 2025-26 and FY 2024-25					
Unfair Trade Practices						
Other (consumer complaints relating to products)	13,564	0	-	13,896	0	-

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Not applicable	
Forced recalls		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. The said policy is available at Information Technology « TimexGroup Intranet

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable

7. Provide the following information relating to data breaches -

a. Number of Instances of data breaches - Nil

b. Percentage of data breaches involving personally identifiable information of customers - Nil

c. Impact, if any, of the data breaches - Nil

INDEPENDENT AUDITOR'S REPORT

To The Members of Timex Group India Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Timex Group India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS")") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit, 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 of the financial statements 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 Responsibility 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 Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's 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 during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate 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 the 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 financial controls that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the 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, except for not keeping back-up on a daily basis of such books of account maintained in electronic mode in a server physically located in India (refer Note 47 to the financial statements) and not complying with the requirement of audit trail as stated in (i)(vi) below.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

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

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

f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

h) 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.

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

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 26(i)(A) to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses - Refer Note 26(i)(Bii) to the financial statements;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company - Refer Note 26(ii) to the financial statements.

iv. (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the note 34 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(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the note 35 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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 performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in note 11B(iii) to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2026 wherein:

a. an accounting software did not have audit trail (edit log) feature enabled throughout the year, and

b. in respect of the other accounting software used for maintaining payroll records, which is operated by a third-party software service provider, based on the independent service auditor's report which includes the requirements of audit trail (edit log), the Company has used the said software which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year. No instance of audit trail (edit log) feature being tampered with has been reported in such auditor's report. (Refer note 46 to the financial statements).

c. Additionally, the audit trail that was enabled and operated, has been preserved by the Company as per the statutory requirements for record retention, as stated in Note 46 to the financial statements.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sd/-
Jyoti Vaish
(Partner)
(Membership No. 096521)
(UDIN: 26096521AEWIMC8965)

Place: Noida
Date: May 26, 2026

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (g) under 'Report on Other Legal and Regulatory Requirements' section of our report on the financial statements for the year ended March 31, 2026 to the Members of Timex Group India Limited of even date)

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

We have audited the internal financial controls with reference to financial statements of Timex Group India Limited ("the Company") as at March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 with reference to financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls with reference to the financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to financial statements established by the respective 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 Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sd/-
Jyoti Vaish
(Partner)
(Membership No. 096521)
(UDIN: 26096521AEWIMC8965)

Place: Noida
Date: May 26, 2026

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

[Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report on the financial statements for the year ended March 31, 2026 to the Members of Timex Group India Limited of even date]

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification of property, plant and equipment, capital work-in-progress and right-of-use assets so to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, no such assets were due for physical verification during the year. Since no physical verification of property, plant and equipment, capital work-in-progress and right-of-use assets were due during the year the question of reporting on material discrepancies noted on verification does not arise.

(c) The Company does not have any immovable properties other than properties (including buildings constructed thereon which is included in Property, plant and Equipment disclosed in the financial statements) where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee. The lease deed for factory at Baddi has been mortgaged against the credit facilities availed from a bank referred to in note 15 to the financial statements for the year ended March 31, 2026.

(d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for (goods-in-transit and stocks held with third parties), were physically verified during the year by the Management at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. For stocks held with third parties at the year-end, written confirmations have been obtained and in respect of goods in transit, the goods have substantially been received subsequent to the year-end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories/ alternate procedures performed as applicable, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly statements comprising stock statements and statements of debtors and creditors filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) of the Order is not applicable.

(iv) According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections 185 or 186 of the Companies Act, 2013, and hence reporting under clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) (a) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities. We have been informed that Sales Tax, Service Tax, duty of Excise and Value Added Tax are not applicable to the Company.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(b) Details of dues of Value Added Tax, Sales Tax, Income-tax, duty of Custom and Goods and Service tax which have not been deposited as on March 31, 2026 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount (Rs. In lacs)	Paid under Protest (Rs. In lakhs)	Period to which the Amount Relates	Forum where Dispute is Pending
The Gujarat Value Added Tax Act, 2003	Value Added Tax	6	1	Financial Year 2013-2014	Deputy Commissioner (Appeals), Commercial taxes, Ahmedabad
The Central Sales Tax, 1956	Central Sales Tax	5	1	Financial Year 2013-2014	Deputy Commissioner (Appeals), Commercial taxes, Ahmedabad
The Central Sales Tax, 1956	Central Sales Tax	11	2	Financial Year 2015-2017	Deputy Commissioner (Appeals), Commercial taxes, Ernakulam
The Income-tax Act, 1961	Order u/s 143(3)	10	-	Assessment Year 2023-24	Assistant Commissioner, (ST) (FAC)
The Customs Act, 1962	Customs Duty	60	-	Year 1992 to 1997	Commissioner of Customs (Export)
Goods and Services tax Act, 2017	Goods and Services Tax	51	6	Financial Year 2019-2020	Assistant Commissioner, (ST) (FAC)

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income-tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, not been used during the year for long-term purposes by the Company.

(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.

(f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

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

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

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period upto September 2025 and the draft of the internal audit reports where issued after the balance sheet date covering the period (October 2025 to February 2026) for the period under audit.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

The Group does not have any Core Investment Companies (CIC) as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

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

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts 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) According to the information and explanations given to us, the provisions of Section 135 of the Companies Act, 2013 are applicable to the Company. However, since the Company does not have the required average net profits computed in accordance with Section 198 of the Act during the immediately preceding three financial years, there was no amount required to be spent towards Corporate Social Responsibility during the year. Accordingly, reporting under clause (xx)(a) and clause (xx)(b) of the Companies (Auditor's Report) Order, 2020 is not applicable.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Sd/-
Jyoti Vaish
(Partner)
(Membership No. 096521)
(UDIN: 26096521AEWIMC8965)

Place: Noida
Date: May 26, 2026

Balance Sheet as at March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2.1	592	513
(b) Right-of-use assets	32	539	684
(c) Capital work-in-progress	2.2	8	6
(d) Other Intangible assets	3	3	19
(e) Intangible assets under development	3.1	9	-
(f) Financial Assets			
- Other financial assets	4	106	90
(g) Deferred tax assets	25.3	1,002	816
(h) Income tax assets	5	107	107
(i) Other non-current assets	6	26	38
Total non-current assets		**2,392**	**2,273**
(2) Current assets			
(a) Inventories	7	19,693	15,131
(b) Financial Assets			
(i) Trade receivables	8	5,816	5,467
(ii) Cash and cash equivalents	9	3,395	-
(iii) Bank balances other than (ii) above	10	2	2
(iv) Other financial assets	4	21	24
(c) Other current assets	6	2,458	2,310
Total current assets		**31,385**	**22,934**
TOTAL ASSETS		**33,777**	**25,207**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	11A	1,010	1,010
(b) Other Equity	12	10,118	7,390
Total Equity		**11,128**	**8,400**
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	2,949	2,930
(ii) Lease liabilities	32	268	565
(iii) Other financial liabilities	17	421	127
(b) Provisions	13A	1,718	1,225
Total non-current liabilities		**5,356**	**4,847**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	-	456
(ii) Lease liabilities	32	335	223
(iii) Trade payables	16		
- total outstanding dues of micro enterprises and small enterprises; and		2,347	1,061
- total outstanding dues of creditors other than micro enterprises and small enterprises.		9,732	6,252
(iv) Other financial liabilities	17	2,424	2,014
(b) Other current liabilities	14	998	883
(c) Provisions	13A	1,174	868
(d) Current Tax Liability (net)	13B	283	203
Total current liabilities		**17,293**	**11,960**
Total liabilities		**22,649**	**16,807**
TOTAL EQUITY AND LIABILITIES		**33,777**	**25,207**
Accompanying notes forming part of the financial statements	1 to 49		

In terms of our report attached

For and on behalf of the Board of Directors of Timex Group India Limited

For Deloitte Haskins & Sells LLP
Chartered Accountants

Jyoti Vaish
Partner

David Thomas Payne
Chairman
(DIN - 07504820)
Place : Connecticut, USA
Date : May 26, 2026

Deepak Chhabra
Managing Director
(DIN - 01879706)
Place : Noida
Date : May 26, 2026

Dhiraj Kumar Maggo
Vice President – Legal, HR & Company Secretary
(Membership No.:F7609)
Place : Noida
Date : May 26, 2026

Amit Jain
Chief Financial Officer
(PAN - AAMPJ9232F)
Place : Noida
Date : May 26, 2026

Place : Noida
Date : May 26, 2026

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

(All amounts in Rs. Lakhs, unless otherwise stated)

	Particulars	Note No.	Year ended March 31, 2026	Year ended March 31, 2025
I	Revenue from operations	18	79,859	53,810
II	Other income	19	204	172
III	**Total Income (I + II)**		**80,063**	**53,982**
IV	**Expenses**			
	Cost of materials consumed	20	29,469	18,009
	Purchases of stock-in-trade	20.1	19,006	15,697
	Changes in inventories of finished goods and stock-in-trade	20.2	(3,120)	(2,717)
	Employee benefits expense	21	6,124	5,476
	Finance costs	22	549	361
	Depreciation and amortisation expenses	23	340	330
	Other expenses	24	16,970	12,549
	Total Expenses (IV)		**69,338**	**49,705**
V	**Profit before exceptional items and tax (III - IV)**		**10,725**	**4,277**
VI	Less: Exceptional items- Impact of New Labour Codes	37	531	-
VII	**Profit before tax (V - VI)**		**10,194**	**4,277**
VIII	**Tax Expense**			
	Current tax		2,839	958
	Deferred tax	25.1	(189)	177
	Total tax expense	25.2	**2,650**	**1,135**
IX	**Profit for the period (VII - VIII)**		**7,544**	**3,142**
X	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss			
	- Gain / (loss) on defined benefit obligations	28.2	10	4
	- Income tax relating to items that will not be reclassified to profit or loss	25.1	(3)	(1)
	Total other comprehensive income		**7**	**3**
XI	**Total comprehensive income for the period (IX+ XI)**		**7,551**	**3,145**
	Earning per equity share [Face value of share - Re. 1 (absolute amount) each]			
	Basic (in Rs.)	30	7.30	2.62
	Diluted (in Rs.)	30	7.30	2.62
	Accompanying notes forming part of the financial statements	1 to 49		

In terms of our report attached

For and on behalf of the Board of Directors of Timex Group India Limited

For Deloitte Haskins & Sells LLP
Chartered Accountants

Jyoti Vaish
Partner

Place : Noida
Date : May 26, 2026

David Thomas Payne
Chairman
(DIN - 07504820)
Place : Connecticut, USA
Date : May 26, 2026

Deepak Chhabra
Managing Director
(DIN - 01879706)
Place : Noida
Date : May 26, 2026

Dhiraj Kumar Maggo
Vice President – Legal, HR & Company Secretary
(Membership No.:F7609)
Place : Noida
Date : May 26, 2026

Amit Jain
Chief Financial Officer
(PAN - AAMPJ9232F)
Place : Noida
Date : May 26, 2026

Statement of Cash Flows for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	10,194	4,277
	Adjustments for:		
	Gain on Investments in mutual fund measured at FVTPL	(119)	(45)
	Interest income on financial assets carried at amortized cost	(10)	(7)
	Liabilities/provisions no longer required written back	-	(8)
	Finance costs	549	361
	Depreciation and amortisation expenses	340	330
	Loss on sale of property, plant and equipment (net)	3	7
	Reversal of allowance for bad and doubtful debts (net)	23	(25)
	Loss/ (gain) unrealised currency exchange fluctuation (net)	29	(70)
	Changes in working capital:		
	Adjustments for (increase) / decrease in operating assets		
	Inventories	(4,562)	(4,506)
	Trade receivables	(370)	(332)
	Other financial assets (Current)	3	1
	Other financial assets (Non-current)	(17)	(2)
	Other assets (Current)	(148)	(1,025)
	Other assets (Non-current)	(5)	10
	Adjustments for increase / (decrease) in operating liabilities		
	Trade payables	4,720	465
	Other financial liabilities (Current)	396	889
	Provisions (Current)	316	48
	Provisions (Non-current)	493	(362)
	Other liabilities (Current)	72	460
	Cash generated from operations	**11,907**	**466**
	Income taxes paid (net of refunds)	(2,808)	(781)
	Net cash generated from operating activities	**9,099**	**(315)**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Proceeds from sales of investments in mutual funds (net)	128	45
	Bank balances not considered as cash and cash equivalents (net)	0#	0#
	Payment for purchase of property, plant and equipment,capital work in progress and other intangible assets	(190)	(90)
	Proceeds from sale of property, plant and equipment	3	8
	Net cash (used in) investing activities	**(59)**	**(37)**

Statement of Cash Flows for the year ended March 31, 2026 *(Contd...)*

(All amounts in Rs. Lakhs, unless otherwise stated)

	Particulars	Year ended March 31, 2026	Year ended March 31, 2025
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	(Repayment) / net proceeds from short term borrowings	(456)	456
	Repayment of lease liabilities and Interest	(301)	(277)
	Withholding tax paid on Redemption of preference shares along with accumulated /unpaid dividend {refer note 1.C.(i)(b) and 11(B)(ii)}- net	(168)	(142)
	Redemption of Preference Share	(2,290)	-
	Dividend Payment on Preference Shares	(2,365)	-
	Finance costs paid	(65)	(76)
	Net cash (used in) financing activities	**(5,645)**	**(39)**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**3,395**	**(391)**
	Cash and cash equivalents at the beginning of the year	-	391
	Cash and cash equivalents at the end of the year	**3,395**	**-**
	Note:		
	Component of cash and cash equivalents :		
	Balances with Banks		
	-In current accounts	1,086	-
	Cash on hand	0#	-
	Short Term Investment	2,309	
		3,395	**-**

Note: The above Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 on Statement of Cash Flows.

Reconciliation of liabilities arising from financing activities

Particulars	March 31, 2025	Addition	Non-cash transactions	Non-cash changes- Ind AS adjustment	Repayment	March 31, 2026
Non-current borrowings	3,041	-	-	329	-	3,370
Current borrowings - net	456	-	-	-	(456)	-
Lease liabilities	788	49	-	67	(301)	603
Total	**4,285**	**49**	**-**	**396**	**(757)**	**3,973**

Particulars	March 31, 2024	Addition	Non-cash transactions	Non-cash changes- Ind AS adjustment	Repayment	March 31, 2025
Non-current borrowings	182	-	2,732	127	-	3,041
Current borrowings - net	-	456	-	-	-	456
Lease liabilities	983	-	-	82	(277)	788
Total	**1,165**	**456**	**2,732**	**209**	**(277)**	**4,285**

#Amount is below rounding off threshold adopted by the Company

*During the year the Company has redeemed 13.88% Preference shares of Rs 1,570 lakhs along with accumulated /unpaid dividend of Rs. 1,304 lakhs (less withholding tax of Rs. 142 lakhs) through issuance of 10.75% Preference share of Rs. 2,732 lakhs after obtaining necessary approval, which is a non-cash transactions {refer note 1.C.(i)(b) and 15 (ii)}.

Accompanying notes forming part of the financial statements 1 to 49

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

Jyoti Vaish
Partner

Place : Noida
Date : May 26, 2026

For and on behalf of the Board of Directors of Timex Group India Limited

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Chairman
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Date : May 26, 2026

Amit Jain
Chief Financial Officer
(PAN - AAMPJ9232F)
Place : Noida
Date : May 26, 2026

TIMEXGROUP

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

(All amounts in Rs. Lakhs, unless otherwise stated)

(a) Equity share capital

	Amount
Balance as at April 1, 2024	1,010
Changes in equity share capital during the year	-
Balance as at March 31, 2025	**1,010**
Changes in equity share capital during the year	-
Balance as at March 31, 2026	**1,010**

(b) Other Equity	Securities Premium	Equity component of compound financial instrument- Preference shares	Capital redemption reserve	Retained earnings	TOTAL
Balance as at April 1, 2024	**351**	**7,449**	**-**	**(681)**	**7,119**
Profit for the year	-	-	-	3,142	**3,142**
Other comprehensive income/(loss) for the year, net of tax	-	-	-	3	**3**
Total comprehensive income for the year	**-**	**-**	**-**	**3,145**	**3,145**
Less : Redemption of preference shares alongwith accumulated /unpaid dividend through issuance of preference shares {refer note 1.C.(i)(b) and 11(B) (ii)}	-	(1,570)	-	(1,304)	**(2,874)**
Balance as at March 31, 2025	**351**	**5,879**	**-**	**1,160**	**7,390**
Profit for the year	**-**	**-**	-	7,544	**7,544**
Redemption of preference shares		**(2,290)**			**(2,290)**
Transfer to Capital redemption reserve			2,290	(2,290)	**-**
Dividend Payout			-	(2,533)	**(2,533)**
Other comprehensive income for the year, net of tax	-	-	-	7	**7**
Total comprehensive income for the year	**-**	**(2,290)**	**2,290**	**2,728**	**2,728**
Balance as at March 31, 2026	**351**	**3,589**	**2,290**	**3,888**	**10,118**

Accompanying notes forming part of the financial statements 1 to 49

In terms of our report attached

For and on behalf of the Board of Directors of Timex Group India Limited

For Deloitte Haskins & Sells LLP
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Jyoti Vaish
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1 CORPORATE INFORMATION, MATERIAL ACCOUNTING POLICIES AND SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

A CORPORATE INFORMATION

Timex Group India Limited ("the Company") is a public limited company domiciled in India and was incorporated on October 4, 1988. The Company's equity shares are listed at BSE Limited. The registered office of the Company is situated at E-10, Lower Ground Floor, Lajpat Nagar - III, New Delhi – 110024. The Company's Parent Company is Timex Group Luxury Watches B.V., Netherlands and Ultimate Holding Company is BP Horological Group L.L.C.

The principal activities of the Company are manufacturing and trading of watches and rendering of related after sales service. The Company's manufacturing facility is located at Baddi, Himachal Pradesh. The Company also provides information and technology support services to the Group Companies.

The financial statements were approved for issue in accordance with a resolution of the directors on May 26, 2026.

B Material Accounting Policies

(i) Statement of compliance

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

(ii) Basis of preparation

(a) The financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

Fair value is the price that would be received on selling of asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

(b) All assets and liabilities have been classified as current or non-current according to the Company's operating cycle and other criteria set out in the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months.

(iii) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

1. Ind AS 1, Presentation of Financial Statements, applicable w.e.f. April 1, 2025 – The amendment relates to classification of liabilities as current or noncurrent and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

2. Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures, applicable w.e.f. April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax and disclose that they have applied the relief. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

(iv) Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any.

The Company has elected to continue with the carrying value of all of its Property, plant and equipment recognised as on April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as on transition date.

Cost of acquisition or construction is inclusive of freight, duties, relevant taxes (other than those subsequently recoverable from the tax authorities), incidental expenses and interest on loans attributable to the acquisition of qualifying assets up to the date the asset is ready for its intended use.

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for qualifying assets up to the date the asset is ready for its intended use.

Subsequent expenditure on property, plant and equipment after its purchase/completion is capitalised only if such expenditure results in an increase in the future economic benefits from such asset beyond its previously assessed standard of performance. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Assets are classified to the appropriate categories of property, plant and equipment when completed and ready for its intended use.

Capital Work in Progress: Project under which assets are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest.

Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation has been provided on the cost of assets less their residual values using the straight-line method on the basis of estimated useful lives of the assets determined by the Company which are different from the useful lives as prescribed in Schedule II of the Companies Act, 2013. The estimated useful lives of the assets have been assessed based on taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes and maintenance support, etc. The estimated useful lives as assessed and considered for depreciation are as under:

Buildings	30 years
Leasehold Improvements	Over the period of lease
Plant and equipment	15 years
Furniture and fixtures	3 to 5 years
Computer equipment	4 to 6 years
Office equipment	5 years

Depreciation on additions is provided on a pro-rata basis from the date of acquisition/installation. Depreciation on sale/deduction from property, plant and equipment is provided for up to the date of sale/adjustment, as the case may be.

An item of property, plant and equipment or any significant part initially recognised of such item of property plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at end of each reporting period and adjusted prospectively, if appropriate.

(v) 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 losses, if any.

Intangible assets are amortised over their respective useful lives on a straight line basis from the date they are available for use. The estimated useful lives of an identifiable intangible assets is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Software and other intangibles is amortised over 3-7 years, depending on its estimated useful lives, on a straight-line basis.

The Company has elected to continue with the carrying value of all of its intangibles assets recognised as on April 1, 2016 measured as per the previous GAAP and use that carrying value as its deemed cost as on transition date.

The amortisation period and the amortisation method for an intangible asset are reviewed at the end of each reporting period. Changes in the expected useful lives or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

(vi) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

(vii) Borrowing costs

Borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred until they meet the criteria of being capitalized on qualifying assets.

(viii) Leasing

Company as lessee:

The Company's lease asset classes primarily consist of leases for land and buildings. 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.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

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. 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 (CGU) to which the asset belongs.

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 interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

(ix) Foreign Currencies

a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (i.e. 'the functional currency'). The financial statements are presented in Indian Rupee (rounded in Rs. in lakhs), the national currency of India, which is the Company's functional and presentation currency.

b) Transaction and balances

Transactions in foreign currencies are

recorded on initial recognition at the exchange rate prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise.

(x) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. The basis of determining the cost for various categories of inventory are as follows:

(a) Raw materials - Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

(b) work in process and finished goods- Lower of cost or net realizable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a weighted average basis. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

(c) Stock in trade are valued at lower of cost and net realisable value. Cost includes all expenses incurred in bringing the goods to there present location including other levies, transit insurance and receiving charges.

(d) Goods in transit are valued at cost.

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.

Obsolete, slow moving and defective stocks are identified on the basis of regular reviews by the management and, where necessary, adequate provision is made for such stock.

(xi) Provisions and Contingent Assets and Liabilities

Provisions

The Company recognises a provision when there is a present obligation (legal or constructive) as a result of past event and it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and the amount of receivable can be measured reliably.

Provision for Warranties:

A provision is estimated for expected warranty claims in respect of products sold during the year on the basis of past experience regarding failure trends of products and costs of rectification or replacement. It is expected that most of this cost will be incurred over the next one year as per warranty terms. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claims could differ from historical amounts.

Contingent liability

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

Contingent Assets

Contingent assets are not recognised. However, when realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

(xii) Revenue recognition

The Company recognises revenue when the control of goods being sold is transferred to the customer and when there are no longer any unfulfilled obligations. The performance obligations in the contracts are fulfilled based on various customer terms including at the time of delivery of goods, dispatch or upon customer acceptance based on various distribution channels. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue recognised from major business activities:

a) Sale of products

Revenue from the sale of products is recognised at the point in time when control of the goods is transferred to the customer and in case of export sales of goods, it takes place on dispatch of goods from the customs port.

Revenue is measured based on the transaction price, which is the consideration received/ receivable, net of customer incentives, discounts, variable considerations, payments made to customers, other similar charges, as specified in the contract with the customer. Additionally, revenue excludes taxes collected from customers, which are subsequently remitted to governmental authorities.

The Contract assets and contract liabilities are recognised basis its estimate of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

b) Rendering of services

Income from job work is accrued when right of revenue is established, which relates to effort completed. Support and Customer Services income is recognised as per the terms of the agreement based upon the services completed.

c) Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

(xiii) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

a) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated accordance with the Income-tax Act, 1961, using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

Current tax is recognised in the statement of profit and loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the current tax is also recognised in other comprehensive income or directly in equity respectively.

b) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised in the statement of profit and loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case, the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

c) Current and deferred tax for the year

Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(xiv) Employee benefits

Short-term employee benefits

All short-term employee benefits such as salaries, wages, bonus, medical benefits, etc. which fall within 12 months of the period in which the employee renders related services which entitles them to avail such benefits and non-accumulating compensated absences are recognised on an undiscounted basis and charged to the statement of profit and loss.

Defined contribution plan

Superannuation fund and employee's state insurance are the defined contribution schemes offered by the Company. The contributions to these schemes are charged to statement of profit and loss of the year in which contribution to such schemes becomes due on the basis of services rendered by the employees.

Defined benefit plan

Charge for the year in respect of unfunded defined benefit plans in the form of gratuity and provident fund (Company managed fund) has been ascertained based on actuarial valuation carried out by an independent actuary as at the year end 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. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans is based on the market yields on Government securities as at the valuation date having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in Other Comprehensive Income. Remeasurement recognised in other comprehensive income is reflected in retained earnings and is not reclassified to the statement of profit and loss.

Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability using the projected unit credit method at the present value of the defined benefit obligation at the balance sheet date.

(xv) Earnings per share

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The number of shares used in computing diluted earnings per share comprise of the weighted average shares considered for deriving basic earnings per equity share and weighted average number of equity shares, if any, which would have been issued on the conversion of all dilutive potential equity shares unless the impact is anti-dilutive. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date.

(xvi) Cash and cash equivalents

In the Balance Sheet, cash and cash equivalents are comprised of cash (i.e. cash on hand and on demand deposits) and cash equivalents. Cash equivalents are short term (generally with originally maturity of three months or less), highly liquid investment that are readily convertible to a known amount of cash and which are subject to an insignificant risk of change in value. Cash equivalents are held for the purpose of meeting short term cash commitments rather for investment or other purposes.

For the purposes of the statement of Cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdraft which are repayable on demand and form and integral part of the Company's cash management. Such overdrafts are presented as short term borrowings in the Balance Sheet.

(xvii) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially recognised at fair value. Transaction costs that are directly attributable to financial assets and liabilities [other than financial assets and liabilities measured at fair value through profit and loss (FVTPL)] are added to or deducted from the fair value of the financial assets or liabilities, as appropriate on initial recognition. Transaction costs directly attributable to acquisition of financial assets or liabilities measured at FVTPL are recognised immediately in the statement of profit and loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in market place.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of financial assets.

(a) Classification of financial assets

i. Financial assets at amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met:

a. the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and;

b. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Effective interest method:

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets. Interest income is recognised in the statement of profit and loss and is included in the 'Other income' line item.

ii. **Investments in equity instruments at Fair Value Through Other Comprehensive Income (FVTOCI)**

Currently, the Company does not have any investments in equity instruments which are held for trading and therefore none of the instruments are designated FVTOCI.

iii. **Investments in equity instruments at Fair Value Through Profit or loss (FVTPL)**

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in statement of profit and loss. The net gain or loss recognised in the statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

(b) Impairment of financial assets

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

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in provision matrix and Company's historical experience for customers. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time 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 the statement of profit and loss.

(c) Derecognition of financial assets

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

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

(d) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in the statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income.

Financial Liabilities including equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(b) Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

i. Financial liabilities at FVTPL

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in statement of profit and loss. The net gain or loss recognised in statement of profit and loss incorporates any interest paid on the financial liability and is included in the ‘Other income’ or ‘Other expenses’ line item.

ii. Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

(c) Compound financial instruments

The component parts of compound financial instruments (preference shares) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar instruments. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon repayment.

The dividend portion classified as equity is determined by deducting the amount of the liability component from the fair value of the compound financial instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the dividend portion classified as equity will remain in equity until repaid, in which case, the balance recognised in equity will be transferred to other component of equity. Refer note 1.C.(i).(b)

(d) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the statement of profit and loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the statement of profit and loss.

(e) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(xviii) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet 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 the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) 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 by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques 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. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

b) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

(xix) Segment Reporting

Segment reporting Operating segments are reported in the manner consistent with the internal reporting to the chief operating decision maker (CODM). The Company's primary segments consist of Watches and wearables. Secondary information is reported geographically. Segment assets and liabilities include all operating assets and liabilities. Segment results include all related income and expenditure.

(xx) Statement of Cash Flows

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the company are segregated.

C Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Actual results may differ from the estimates.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

(i) Significant accounting judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the significant effect on the amounts recognised in the financial statements:

(a) Contingent Liabilities

In ordinary course of business, the Company faces claims by various parties. The Company assesses such claims and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosures in the financial statements but does not record a liability in its financial statements unless the loss becomes probable.

(b) Classification of Preference Shares

To consider classification of preference shares as equity or liability depends on the substance of the arrangement with the preference shareholders (the holding company) including discretion available with the issuer, the assessment of timing, circumstances, financial conditions, and other related factors at the time of issue of the preference shares including but not limited to whether there is a valid expectation of redemption of such preference share capital on date of maturity. It also requires evaluation of the Company's historical trend, operations, performance and expected cash flows at the time of issue of preference shares to consider its ability to repay (including timing thereof) the said preference shares. Further on the date of issuance the present value of differential, if any, between the market interest rate and actual interest rate is classified as deemed equity contribution.

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

At the date of transition to Ind AS on April 01,2016, the Company had outstanding preference share capital issued to its Holding Company aggregating Rs. 7,610 lakhs which under the previous GAAP was forming part of share capital under the shareholder's fund. After assessing various factors relating to classification of preference shares, inter alia, substance of the arrangement with the preference shareholders, at the time of issue of these preference shares, there was no valid expectations of this amount being repaid, as such the entire preference share capital were classified as "Equity component of compound financial instrument – preference shares" under the head Other Equity in the Ind AS Financial Statements on transition date (i.e. April 01,2016).

In respect of the preference shares issued thereafter in November 23, 2022 and in October 25, 2024, referred to in Note 15, based on the assessment of factors mentioned above, the Company has classified these preference shares as financial liabilities at Fair Value Through Profit or Loss (FVTPL).

(ii) Significant estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Defined benefit plans and Other Long term employee benefits

The cost of the defined benefit plans and other long term employee benefit plans are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. The management considers the interest rates of government securities based on expected settlement period of various plans. Further details about various employee benefit obligations are given in Note 28.

(b) Allowance for Trade Receivables

The Company uses expected credit loss model to assess the impairment loss or gain. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in provision matrix and Company's historical experience for customers.

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

2.1 Property, plant and equipment

	As at March 31, 2026	As at March 31, 2025
Buildings	128	139
Leasehold improvements	59	50
Plant and Equipment	185	142
Furniture and Fixtures	46	20
Computer Equipment	130	123
Office Equipment	44	39
	592	**513**

	Buildings*	Leasehold improvements	Plant and Equipment	Furniture and fixtures	Computer equipment	Office equipment	Total
Gross Carrying Amount							
Balance at April 1, 2024	**235**	**127**	**364**	**126**	**310**	**113**	**1,275**
Additions	2	-	13	-	49	8	72
Disposals	-	-	(17)	-	(26)	-	(43)
Balance at March 31, 2025	**237**	**127**	**360**	**126**	**333**	**121**	**1,304**
Additions	-	27	62	37	66	18	210
Disposals			(24)		(65)	(8)	(97)
Balance at March 31, 2026	**237**	**154**	**398**	**163**	**334**	**131**	**1,417**
Accumulated depreciation							
Balance at April 1, 2024	**87**	**63**	**206**	**96**	**180**	**70**	**702**
Depreciation expense	11	14	15	10	55	12	117
Disposals / adjustments	-	-	(3)	-	(25)	-	(28)
Balance at March 31, 2025	**98**	**77**	**218**	**106**	**210**	**82**	**791**
Depreciation expense	11	18	17	11	55	13	125
Disposals / adjustments			(22)		(61)	(8)	(91)
Balance at March 31, 2026	**109**	**95**	**213**	**117**	**204**	**87**	**825**

	Buildings*	Leasehold improvements	Plant and Equipment	Furniture and fixtures	Computer equipment	Office equipment	Total
Net carrying amount							
Balance at April 1, 2024	**148**	**64**	**158**	**30**	**130**	**43**	**573**
Balance at March 31, 2025	**139**	**50**	**142**	**20**	**123**	**39**	**513**
Balance at March 31, 2026	**128**	**59**	**185**	**46**	**130**	**44**	**592**

*Buildings are constructed on leasehold land.

Note: The Company has opted to use the carrying value under previous GAAP as deemed cost for its property, plant and equipment. Refer Note 1.B.(iv) for accounting policy.

2.2 CAPITAL WORK-IN-PROGRESS (CWIP)

Particulars	As at March 31, 2026	As at March 31, 2025
Capital work in progress	6	-
Add: Addition	8	6
Less: Assets Capitalised during the year	6	-
CWIP as at end of the year	**8**	**6**

CWIP Ageing Schedule:
As at March 31, 2026

Particulars	**Amount in CWIP for a period of**				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Projects in Progress	8	-	-	-	8
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**8**	**-**	**-**	**-**	**8**

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

As at March 31, 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in Progress	6	-	-	-	6
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**6**	**-**	**-**	**-**	**6**

There is no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan.

3 Other Intangible assets

	As at March 31, 2026	As at March 31, 2025
Computer software (acquired)	3	19
	3	**19**

PARTICULARS	Computer Software
Gross Carrying Amount	
Balance at April 1, 2024	**286**
Additions / Adjustments	-
Disposals	-
Balance at March 31, 2025	**286**
Additions / Adjustments	-
Disposals	-
Balance at March 31, 2026	**286**
Accumulated amortisation	
Balance at April 1, 2024	**248**
Amortisation expenses	19
Disposals	-
Balance at March 31, 2025	**267**
Amortisation expenses	16
Disposals	-
Balance at March 31, 2026	**283**
Net carrying cmount	
Balance at April 1, 2024	**38**
Balance at March 31, 2025	**19**
Balance at March 31, 2026	**3**

Note: The Company has opted to use the carrying value under previous GAAP as deemed cost for its intangible assets and for amortization period. Refer Note 1.B.(v) for accounting policy.

3.1 INTANGIBLE ASSETS UNDER DEVELOPMENT

Particulars	As at March 31, 2026	As at March 31, 2025
Intangible assets under development	-	-
Add: Addition	9	-
Less: Assets Capitalised during the year	-	-
Intangible assets under development as at end of the year	**9**	**-**

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

Intangible assets under development Ageing Schedule:

As at March 31, 2026

Particulars	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in Progress	9	-	-	-	9
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**9**	**-**	**-**	**-**	**9**

As at March 31, 2025

Particulars	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Projects in Progress	-	-	-	-	-
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

There is no Intangible assets under development whose completion is overdue or has exceeded its cost compared to its original plan.

4 Other Financial Assets

(unsecured and considered good, unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Non-current		
Security deposits	106	90
	106	**90**
Current		
Security deposits	21	24
Interest accrued on fixed deposits with banks	0#	0#
	21	**24**

5 Income tax assets

	As at March 31, 2026	As at March 31, 2025
Current tax assets (Income tax)	107	107
	107	**107**

6 Other Assets

(unsecured and considered good, unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Non-Current		
Taxes and duties paid under protest	10	10
Balance with government authorities	16	10
Capital Advances	-	17
Advances to employees	0 #	1
	26	**38**
Current		
Prepaid expenses	107	231
Balance with government authorities	651	709
Advance to suppliers	349	491
Advances to employees	18	7
Contract asset {refer note (i) below}	1,333	851
Others {refer note (ii) below}	-	21
	2,458	**2,310**

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

(i) Contract asset represents the amount of goods expected to be received by the Company on account of sales return. Also, refer disclosure made under note 17.

(ii) Includes silver coins worth of Rs. Nil (March 31, 2025: Includes 9,999 numbers of silver coins worth of Rs. 21 lakhs) which are procured for sales promotion activity.

Amount is below rounding off threshold adopted by the Company

7 Inventories

(Lower of cost and net realisable value)

	As at March 31, 2026	As at March 31, 2025
Raw materials	5,342	3,900
Finished goods	6,126	4,706
Stock-in-trade	8,225	6,525
	19,693	**15,131**
Included in above, goods-in-transit:		
Raw materials	526	371
Stock-in-trade	4	84
	530	**455**

Notes

(i) The cost of inventories recognised as an expense during the year is Rs. 49,512 lakhs (March 31, 2025: Rs. 33,889 lakhs).

(ii) The cost of inventories recognised as an expense includes Rs. 603 lakhs (March 31, 2025 : Rs. 414 lakhs) in respect of write-downs of inventory or to bring the valuation of inventory to net realisable value.

(iii) The method of valuation of inventories has been stated in note 1.B.(x).

8 Trade Receivables

	As at March 31, 2026	As at March 31, 2025
Unsecured, considered good	5,536	5,405
Unsecured, significant increase in credit risk	313	72
Unsecured, credit impaired	294	294
Less: Allowance for bad and doubtful debts (refer note 31.3.2)	(327)	(304)
	5,816	**5,467**

Notes

(i) The credit period allowed generally varies on sales, on case to case basis, channel to channel and on market conditions.

(ii) Trade Receivable Ageing Schedule

	Outstanding for following periods from invoice date of payment					
As at March 31, 2026	**Less than 6 months***	**6 months -1 year**	**1-2 years**	**2-3 years**	**3 Year and More**	**Total**
(i) Undisputed Trade receivables – considered good	5,187	118	223	8	-	5,536
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	145	158	3	7	-	313
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired					294	294
	5,332	**276**	**226**	**15**	**294**	**6,143**

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

		Outstanding for following periods from invoice date of payment					
As at March 31, 2025		**Less than 6 months***	**6 months -1 year**	**1-2 years**	**2-3 years**	**3 Year and More**	**Total**
(i)	Undisputed Trade receivables – considered good	4,916	422	-	67	-	5,405
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	57	9	6	-	-	72
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables – considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables – credit impaired	-	-	-	28	266	294
		4,973	**431**	**6**	**95**	**266**	**5,771**

* Includes amount not due of Rs. 4,623 lakhs (March 31, 2025: Rs. 3,606 lakhs).

(iii) There is one customer as at March 31, 2026 (March 31, 2025: two customer), representing more than 10% of the total balance of trade receivables.

(iv) The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

9 Cash and cash equivalents

	As at March 31, 2026	As at March 31, 2025
Balances with Banks		
-In current accounts	1,086	-
Cash on hand	0#	-
Liquid Investments - Mutual Funds*	2,309	-
	3,395	**-**

* Comprises of overnight mutual funds that are ready convertible to known amounts of cash and which are subject to insignificant risk of change in value.

Amount is below rounding off threshold adopted by the Company

10 Other Bank Balances

	As at March 31, 2026	As at March 31, 2025
Deposit accounts with original maturity beyond three months up to twelve months*	2	2
	2	**2**

* Pledged with bank as security for guarantee issued on behalf of the Company

11 Share Capital

A. Equity Share Capital	As at March 31, 2026	As at March 31, 2025
Authorised equity share capital:		
40,00,00,000 (As at March 31, 2025: 40,00,00,000) equity shares of Re. 1 (absolute amount) each	4,000	4,000
	4,000	**4,000**

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

Issued, subscribed and fully paid up equity share capital		
10,09,50,000 (As at March 31, 2025: 10,09,50,000) equity shares of Re. 1 (absolute amount) each	1,010	1,010
	1,010	**1,010**

(i) Reconciliation of issued, subscribed and fully paid up equity share capital

	Number of shares	Amount
Balance at March 31, 2024	10,09,50,000	1,010
Add / Less: Movement during the year	-	-
Balance at March 31, 2025	10,09,50,000	1,010
Add / Less: Movement during the year	-	-
Balance at March 31, 2026	**10,09,50,000**	**1,010**

The Company has not bought back any equity shares in aggregate in the last five financial years.

Terms/ rights attached to equity shares:

The Company has only one class of equity shares having a par value of Re. 1 (absolute amount) per share. Each holder of equity shares is entitled to one vote per share. All equity shareholders rank equally with regard to dividends and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared by the Company subject to payment of dividend to preference shareholders.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Details of equity shares held by the holding company:

	Number of fully paid shares	% holding in the shares
As at March 31, 2026		
Timex Group Luxury Watches B.V., the Holding Company	5,14,84,500	51.00%
As at March 31, 2025		
Timex Group Luxury Watches B.V., the Holding Company	7,56,45,500	74.93%

(iii) Details of equity shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Fully paid equity shares				
Timex Group Luxury Watches B.V.	5,14,84,500	51.00%	7,56,45,500	74.93%

(iv) Shareholding of promoter

Share held by promotors at March 31, 2026

Promoter name	No. of Shares	% of total shares	% Change during the year
Timex Group Luxury Watches B.V.	5,14,84,500	51.00%	(23.93%)

Share held by promotors at March 31, 2025

Promoter name	No. of Shares	% of total shares	% Change during the year
Timex Group Luxury Watches B.V.	7,56,45,500	74.93%	0.00%

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

		As at March 31, 2026	As at March 31, 2025
B.	**Preference share capital**		
	Authorised preference share capital		
	13,00,00,000 (As at March 31, 2025: 13,00,00,000) preference shares of Rs. 10 (absolute amount) each	13,000	13,000
		13,000	**13,000**
	Issued, subscribed and fully paid up preference share capital		
	6,48,15,264(As at March 31, 2025: 8,77,15,264) preference shares of Rs. 10 (absolute amount) each	6,482	8,772
		6,482	**8,772**
	Out of the above:		
	Equity component of compound financial instrument - preference share (refer note 12.3)	3,500	5,790
	Liability component of compound financial instrument- preference share at FVTPL (refer note 15)	2,949	2,930

(i) Reconciliation of issued, subscribed and fully paid up preference share capital

	Number of shares	Amount
Balance at March 31, 2024	7,61,00,000	7,610
Add : Issued during the year	2,73,15,264	2,732
Less : Redeemed during the year [refer note (ii)(a)]	(1,57,00,000)	(1,570)
Balance at March 31, 2025	8,77,15,264	8,772
Add : Issued during the year	-	-
Less : Redeemed during the year [refer note (ii)(b)]	(2,29,00,000)	(2,290)
Balance at March 31, 2026	**6,48,15,264**	**6,482**

(ii) Details of preference shares held by the holding company:

Class of shares / Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Fully paid preference shares				
Timex Group Luxury Watches B.V.				
0.09% (March 31, 2025:0.09%) non cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (i)	25,00,000	100%	25,00,000	100%
10.75%(March 31, 2025:10.75%) cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (ii)(a)	2,73,15,264	100%	2,73,15,264	100%
13.88%(March 31, 2025:13.88%) cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (ii)(b)	-	-	22,900,000	100%
5%(March 31, 2025:5%) cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (ii)(c)	3,50,00,000	100%	3,50,00,000	100%

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

(iii) Details of preference shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Fully paid preference shares				
Timex Group Luxury Watches B.V.				
0.09% (March 31, 2025:0.09%) non cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (i)	25,00,000	100%	25,00,000	100%
10.75%(March 31, 2025:10.75%) cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (ii)(a)	2,73,15,264	100%	2,73,15,264	100%
13.88%(March 31, 2025:13.88%) cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (ii)(b)	-	-	2,29,00,000	100%
5%(March 31, 2025:5%) cumulative redeemable non convertible preference shares of Rs. 10 (absolute amount) each fully paid up - refer note (ii)(c)	3,50,00,000	100%	3,50,00,000	100%

Notes:

(i) Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

Preference shares of all classes carry a preferential right as to dividend over equity shares. Where dividend on cumulative preference shares is not declared for a financial year, the entitlement thereto is carried forward whereas in the case of non-cumulative preference shares, the entitlement for that year lapses. The preference shares are entitled to one vote per share at meetings of the Company on any resolutions of the Company directly affecting their rights, if there is any default in payment of their dividend for a period of 2 years or more in terms of proviso 2 to the section 47 of the Companies Act, 2013. In the event of liquidation, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares. Also refer Note 26.C for arrears of fixed cumulative dividends on redeemable non-convertible preference shares. The preference shareholders, vide their letters dated March 31, 2020, March 29, 2024 and November 08, 2024, have relinquished their voting rights accrued/accruing on the preference shares in terms of second proviso to section 47(2) of the Companies Act, 2013 due to non-payment of dividend till date or during the remaining tenure of preference shares. During the year 2017-2018, the holders of preference share capital had waived off the dividend for the financial years 2016-17 and 2017-2018. The Company had obtained relevant approval from the holders of preference shares and regulatory authority for the waiver of dividend up to FY 2017-18 and extension of maturity of preference shares. Further, in respect of the preference shares (issued prior to March 31, 2017) which complete the maximum permissible tenure for redemption of preference shares as per the applicable relevant laws, and as and when requested by the Company, the preference shareholders have consented to continue supporting the Company towards redemption of the said preference shares either by way of subscription to fresh preference shares or issuance of fresh preference shares through necessary statutory/regulatory approvals.

(ii) Other relavent terms and conditions relating to above preference shares

(a) The original maturity date for redemption of 1,57,00,000 13.88% cumulative redeemable non-convertible preference shares amounting Rs. 1,570 lakhs was ten years from the date of allotment i.e. March 27, 2004, with an option to the Company of an earlier redemption after March 27, 2006. These shares were due for redemption on March 26, 2014 which pursuant to the provisions of Section 106 of the erstwhile Companies Act, 1956 was extended by the Company with the consent of preference shareholders by five years i.e. till March 26, 2019 and were further extended by another five years, i.e. till March 26, 2024 (the date of maturity).

As the Company was not in a position to redeem 1,57,00,000, 13.88% cumulative redeemable non-convertible preference shares of Rs. 10 each ("13.88% CRNCPS") and payment of accumulated/unpaid dividend thereon in view of the accumulated losses and absence of distributable profits, for the purpose of redemption of these preference shares aggregating Rs. 1,570 lakhs along with accumulated/ unpaid dividend of Rs. 1,304 lakhs thereon till the date of maturity (subject to deduction of withholding tax of Rs. 142 lakhs), the Board of Directors had, in its meeting held on July 14, 2023, approved the issuance of up to 2,73,15,264, 10.75% Cumulative Redeemable Non-Convertible Preference shares of Rs.10/- each at par aggregating Rs. 2,732 lakhs ("10.75% CRNCPS"), on private placement basis to M/s Timex Group Luxury Watches B.V., the Holding Company of the Company, in terms of Section 55(3) of the Companies Act, 2013 subject to approval of equity shareholders, the Hon'ble National Company Law Tribunal ("NCLT"), Reserve Bank of India ("RBI") and other authorities, as may be required. The Members of the Company approved the issuance of 10.75% CRNCPS in their Annual General Meeting held on August 23, 2023. Further, NCLT, Delhi Bench had, vide its Order dated June 07, 2024 read with Corrigendum dated July 16, 2024, approved the said issuance. In respect of the Company's application to RBI for seeking approval for issuance of 10.75% CRNCPS, the Company had received a communication on September 20, 2024 from its Authorised Dealer confirming that RBI had advised that the AD Bank might examine the proposal under delegated powers by considering the date of fresh issuance as date of drawdown and is further advised to adhere to ECB guidelines as per Master Direction on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019 and updated from time to time. On October 25, 2024,after obtaining the Loan Registration Number from RBI for the issuance of fresh 10.75% CRNCPS as External Commercial Borrowing and receipt of share application form from M/s Timex Group Luxury Watches B.V., the Company allotted 10.75% CRNCPS and the existing 13.88% CRNCPS were deemed to be redeemed with immediate effect in terms of Section 55 (3) of the Companies Act, 2013. The above accumulated/ unpaid dividend payable of Rs. 1,304 lakhs has been accounted for in retained earnings under Other Equity.

The maturity of the 10.75% CRNCPS would be 20 years from the date of allotment i.e. October 25, 2024, with an option with either party for an early redemption anytime.

(b) The original maturity date for redemption of 2,29,00,000 13.88% cumulative redeemable non-convertible preference shares amounting Rs. 2,290 lakhs was ten years from the date of allotment i.e. March 21, 2006, with an option to the Company of an earlier redemption after March 21, 2008. These shares were due for redemption on March 20, 2016 which pursuant to the provisions of Section 106 of the erstwhile Companies Act, 1956 was extended by the Company with the consent of preference shareholders by five years i.e. till March 20, 2021 and were further extended by another five years, i.e. till March 20, 2026.

The Board of Directors in the meeting held on March 20, 2026, approved and redeemed above preference shares along with dividend accrued upto the date of maturity.

(c) The Company has issued 3,50,00,000 5% cumulative redeemable non-convertible preference shares amounting Rs. 3,500 lakhs with maturity period of 10 years from the date of allotment i.e. February 16, 2017, with an option to the Company of an earlier redemption after February 15, 2022.

(iii) The Board of Directors has, in its meeting held on May 26, 2026, recommended to the members dividend on three tranches of preference shares i.e. (i) 0.09% non-cumulative redeemable non- convertible preference shares amounting to Rs. 0.23 lakhs for the FY 2025-26, (ii) 10.75% cumulative redeemable non- convertible preference shares amounting to Rs. 421 lakhs for the FY 2024-25 and FY 2025-26 and (iii) dividend on 5% cumulative redeemable non- convertible preference shares amounting to Rs. 1,400 lakhs comprising of Rs. 175 lakhs each year from FY 2018-19 to FY 2025-26 to pay off unpaid accumulated dividend out of available distributable profits for the FY 2025-26. These dividends will be subject to the approval by the Members of the Company at its ensuing Annual General Meeting ("AGM").

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

During the year, pursuant to the approval of the Members at the Annual General Meeting ("AGM"), the Company paid dividend aggregating to Rs. 954 lakhs out of available distributable profits for FY 2024-25. The said amount comprised dividend on 25,00,000 0.09% Non-cumulative Redeemable Non-convertible Preference Shares amounting to Rs. 0.23 lakhs, and dividend on 2,29,00,000 13.88% Cumulative Redeemable Non-convertible Preference Shares amounting to Rs.318 lakhs each for FY 2018-19 and FY 2019-20, towards part payment of the unpaid accumulated dividend. Further, the Board of Directors has, in its meeting held on November 4, 2025, recommended interim dividend on 22,900,000 13.88% cumulative redeemable non- convertible preference shares amounting to Rs. 1271 lakhs comprising of Rs. 318 lakhs each for the FY 2020-21 to FY 2023-24 to pay off unpaid accumulated dividend out of available distributable profits.

Also refer note 15 and 26 C

12 Other Equity

	As at March 31, 2026	As at March 31, 2025
Retained earnings (refer note 12.1)	3,888	1,160
Securities premium (refer note 12.2)	351	351
Capital redemption reserve (refer note 12.3)	2,290	-
Equity component of compound financial instrument (refer note 12.4)		
- Preference share capital (refer note 1.C.(i).(b) and 11.B)	3,589	5,879
	10,118	**7,390**

12.1 Retained earnings

	As at March 31, 2026	As at March 31, 2025
Balance at beginning of the year	1,160	(681)
Profit for the year	7,544	3,142
Other comprehensive income arising from remeasurement of defined benefit obligation (net of tax)	7	3
Accumulated/unpaid dividend on redemption of preference shares through issuance of preference shares [refer note 11B(ii)]	-	(1,304)
Capital redemption reserve (refer note 12.3)	(2,290)	-
Dividend Payment (refer note 26)	(2,533)	-
Balance at end of the year	**3,888**	**1,160**

This represents the cumulative profits of the Company and effects of re-measurement of defined benefit obligation. This can be utilised in accordance with the provisions of the Companies Act, 2013.

12.2 Securities premium

	As at March 31, 2026	As at March 31, 2025
Balance at beginning of the year	351	351
Movement during the year	-	-
Balance at end of the year	**351**	**351**

Securities premium represents premium received on issue of equity shares. It is utilized in accordance with the provision of the Companies Act, 2013.

12.3 Capital redemption reserve

	As at March 31, 2026	As at March 31, 2025
Balance at beginning of the year	-	-
Movement during the year	2,290	-
Balance at end of the year	**2,290**	**-**

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

The Capital Redemption Reserve is a statutory reserve created pursuant to the provisions of the Companies Act, 2013, upon redemption of preference shares out of Company's accumulated profits or free reserves. This reserve is strictly non-distributable and can be utilized by the Company only for the purpose of issuing fully paid-up bonus shares.

12.4 Equity component of compound financial instrument- Preference share [refer note 1.C.(i)(b)]

	As at March 31, 2026	As at March 31, 2025
Balance at beginning of the year	5,879	7,449
Less: Redemption of preference shares through issuance of preference shares [refer note 11 B (ii)]	-	(1,570)
Less: Redemption of preference shares (refer note 12.1)	(2,290)	-
Balance at end of the year	**3,589**	**5,879**

Represents equity component of issuance of non convertible non cumulative/cumulative preference shares issued by the Company. Also refer note 15.

13A Provisions

	As at March 31, 2026	As at March 31, 2025
Non-current		
Provision for employee benefits		
Provision for gratuity (refer note 28.2)	1,170	858
Provision for compensated absences (refer note 28.3)	441	367
Others		
Provision for contractual employees [refer note (i)]	107	-
	1,718	**1,225**
Current		
Provision for employee benefits		
Provision for gratuity (refer note 28.2)	299	154
Provision for compensated absences (refer note 28.3)	100	66
Others		
Provision for warranties {refer note 1.B.(xi) and note (ii) below}	491	366
Provision for contractual employees [refer note (i) below]	2	-
Provision for customer claim- [refer note (iii) below]	282	282
	1,174	**868**

Notes:-

Movement in other provisions are as follows:

(i) Provision for contractual employees (refer note 37)	As at March 31, 2026	As at March 31, 2025
Opening Balance	-	-
Provision created during the year	109	-
Provision utilised during the year	-	-
Closing Balance	**109**	**-**

(ii) Provision for warranties	As at March 31, 2026	As at March 31, 2025
Opening Balance	366	279
Provision created/(reversed) during the year (net)	639	515
Provision utilised during the year	(514)	(428)
Closing Balance	**491**	**366**

The Company provides warranty on its products. Product warranty cost are determine based on past experience and provided for in the year of sales

(iii) Created towards liability expected against customer claims.

13B Current-tax liability (net)

	As at March 31, 2026	As at March 31, 2025
Provision for Income tax less payments	283	203
	283	**203**

14 Other Liabilities

	As at March 31, 2026	As at March 31, 2025
Current		
Advances received from customers (contract liability)^	103	97
Statutory dues payable	796	730
Interest payable on statutory dues	84	41
Others	15	15
	998	**883**

^ Advance from customers is recognised when payment is received before the related performance obligation is satisfied.

	As at March 31, 2026	As at March 31, 2025
Advances received from customers		
As at the beginning of the year	97	61
Advances received / (Revenue recognised) (net)	6	36
As at the end of the year	**103**	**97**

15 Borrowings

	As at March 31, 2026	As at March 31, 2025
Non-current - Unsecured		
Liability component of compound financial instruments - Preference shares (at fair value through profit or loss) refer note (i) below	2,949	2,930
	2,949	**2,930**
Current		
Secured- at amortised cost		
Loan repayable on demand from banks [refer note (ii) below] - Cash credit from banks	-	378
Unsecured- at amortised cost		
Loan repayable on demand from banks [refer note (iii) below] - Overdraft Facility	-	78
	-	**456**
Amount undrawn from cash credit facilities and overdraft as on the balance sheet date	2,150	2,844

Notes:

(i) For terms of repayments, interest rate and other disclosures - refer note (ii) (a) and (b) of note 11B.

(ii) The Company has availed multiline credit facilities aggregating Rs 1600 Lakhs against security from DBS Bank India Limited. Out of these facilities, the Company has utilised cash credit facility aggregating Rs Nil (March 31, 2025 Rs 378 lakhs) which is payable on demand. The interest rate is in range of 8.10% - 9.10% per annum, payable on monthly basis. The Security terms for above are as given below:

1) First and exclusive hypothecation charge over current assets both present and future of the Company excluding those exclusively financed by other Banks/lenders and 2) First and exclusive hypothecation charge over movable fixed assets both present and future of the Company excluding those exclusively financed by other Banks/lenders and 3) Mortgage on immovable property being land comprising of Plot No-10, area measuring 10,000 sq mtrs situated at apparel park cum

industrial area, khata Bhatoli , Baddi, District Solan, Himachal Pradesh together with all buildings and structures thereon and fixtures, fittings and all plant and machinery attached to the earth or permanently fastened to anything attached to the earth, both present and future, of the Company.

(iii) Overdraft facilities from JP Morgan Chase Bank N.A. bank carry interest ranging between 7.83% to 9.95% per annum (March 31, 2025: 9.05% to 9.95% per annum)., computed on a monthly basis on actual amount utilised, and are repayable on demand. The overdraft facilities are backed through Standby Letter of Credit (SBLC) of Rs. 550 lakhs by Timex Group USA, Inc. , a fellow subsidiary company.

(iv) Cash credit facilities from DBS Bank India Limited amounting to Rs. 600 lakhs (March 31, 2025 Rs. 600 lakhs) with interest rate of 9.1% to 9.35%, were backed by SBLC, which were release during the year ended March 31, 2026.

16 Trade Payables

	As at March 31, 2026	As at March 31, 2025
Outstanding dues of micro enterprises and small enterprises;	2,347	1,061
Outstanding dues of creditors other than micro enterprises and small enterprises.	9,732	6,252
	12,079	**7,313**

Trade Payables aging schedule as on 31 March 2026:

Particulars		Outstanding for following periods from due date of payment				
		Less than 1 year*	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	2,347	-	-	-	**2,347**
(ii)	Others	9,721	-	-	-	**9,721**
(iii)	Disputed dues – MSME	-	-	-	-	**-**
(iv)	Disputed dues - Others	-	-	-	11	**11**
	Total	**12,068**	**-**	**-**	**11**	**12,079**

Trade Payables aging schedule as on 31 March 2025:

Particulars		Outstanding for following periods from due date of payment				
		Less than 1 year*	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME	1,061	-	-	-	**1,061**
(ii)	Others	6,234	1	3	3	**6,241**
(iii)	Disputed dues – MSME	-	-	-	-	**-**
(iv)	Disputed dues - Others	-	-	-	11	**11**
	Total	**7,295**	**1**	**3**	**14**	**7,313**

* Trade payables for less than 1 year includes Rs 4,571 lakhs (March 31, 2025: Rs 2,556 lakhs) of unbilled dues and amount not due of Rs. 1,657 lakhs (March 31, 2025: Rs. 3,500 lakhs)

Dues To micro enterprises and small enterprises

Trade payables include the following dues to micro and small enterprises covered under "The Micro, Small and Medium Enterprises Development Act, 2006" (MSMED) to the extent such parties have been identified on the basis of intimation received from the "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006.

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
Amounts due to micro and small enterprises under MSMED based on the information available with the Company and the confirmation received from the creditors till the year end.		
a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
- Principal amount	2,347	1,061
- Interest due thereon	-	-
b) The amount of interest paid by the buyer under the MSMED Act,2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year:		
- Principal amount adjusted during the year	-	-
c) The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act,2006 not paid).	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act,2006.	-	-

17 Other Financial Liabilities

	As at March 31, 2026	As at March 31, 2025
Current		
Interest accrued but not due on compound financial instruments	0#	0#
Contract liability [refer note (i) below]	1,997	1,284
Payable for Property, Plant and Equipment	19	5
Employees Payable*	408	725
	2,424	**2,014**
Non-Current		
Interest accrued but not due on compound financial instruments	421	127
	421	**127**

Note:

(i) Contract liability represents the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period. Thus, it represents the consideration received/ receivable of sales, the Company estimates to be returned to customer on account of expected sales return.

* Also include Rs. 13 lakhs (March 31, 2025 Rs Nil) being employer's obligation to make up interest shortfall in a Providend Fund, Trust [refer note 28.2(b)]

Amount is below rounding off threshold adopted by the Company

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

18 Revenue from Operations

	Year ended March 31, 2026	Year ended March 31, 2025
Revenue from contracts with customers		
Sale of products		
Manufactured goods		
Watches	52,171	33,378
Components and others	960	657
Traded goods		
Watches	26,001	19,013
	79,132	**53,048**
Income from services provided		
Support Services	622	641
Customer Services	61	50
Income from Job Work	44	71
	727	**762**
	79,859	**53,810**

	Year ended March 31, 2026	Year ended March 31, 2025
(i) Reconciliation of revenue recognised with contract price:		
A. Contract price	91,057	61,238
B. Adjustments for:		
Less: Discount & Incentives as per contract/schemes	11,925	8,190
C. Revenue From Operations	**79,132**	**53,048**
(ii) Revenue of timing of recognition:		
Revenue recognised at point in time	79,132	53,048
Revenue recognised over time	727	762
Total revenue from contracts with customers	**79,859**	**53,810**

19 Other Income

	Year ended March 31, 2026	Year ended March 31, 2025
Gain on Investments in mutual fund measured at FVTPL	128	45
Interest income on financial assets carried at amortized cost		
- on bank deposits	2	0#
- on unwinding of security deposits	8	7
Interest on income tax refund	-	2
Reversal of allowance for bad and doubtful debts (net)(refer note 31.3.2)	4	25
Liabilities /provisions no longer required written back	-	8
Net gain on account of foreign currency fluctuation	58	60
Other Income	4	25
	204	**172**

Amount is below rounding off threshold adopted by the Company

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

20 Cost of Materials Consumed

	Year ended March 31, 2026	Year ended March 31, 2025
Opening stock of raw materials	3,900	2,111
Add: Purchases of raw materials	30,911	19,798
	34,811	21,909
Less: Closing stock of raw materials	5,342	3,900
Cost of materials consumed	**29,469**	**18,009**

20.1 Purchase of Stock In Trade

	Year ended March 31, 2026	Year ended March 31, 2025
Watches	19,006	15,697
	19,006	**15,697**

20.2 Changes In Inventories of Finished Goods, Work In Progress and Stock In Trade

	Year ended March 31, 2026	Year ended March 31, 2025
Inventories at the end of the year:		
Finished goods	6,126	4,706
Stock-in-trade	8,225	6,525
	14,351	**11,231**
Inventories at the beginning of the year:		
Finished goods	4,706	4,470
Stock-in-trade	6,525	4,044
	11,231	**8,514**
(Increase)/decrease in inventories :		
Finished goods	(1,420)	(236)
Stock-in-trade	(1,700)	(2,481)
Net (Increase)/decrease in inventories	**(3,120)**	**(2,717)**

21 Employee Benefits Expense

	Year ended March 31, 2026	Year ended March 31, 2025
Salaries and wages	5,259	4,780
Contribution to provident and other funds [refer note 28.1 and 28.2(b)]	271	245
Gratuity [refer note 28.2(a)]*	508	163
Compensated absences (refer note 28.3)**	201	91
Workmen and staff welfare expenses	308	197
	6,547	**5,476**

* Includes exceptional item of Rs. 321 lakhs (March 31, 2025 Rs. Nil), refer note 37.

** Includes exceptional item of Rs. 102 lakhs (March 31, 2025 Rs. Nil), refer note 37

22 Finance Costs

	Year ended March 31, 2026	Year ended March 31, 2025
Interest expense on borrowings	32	16
Interest on lease liability (refer note 32)	67	82
Interest cost on compound financial instrument - preference shares	294	127
Interest on delay in payment of statutory dues	90	41
Others (refer note (a) below)	66	95
	549	**361**

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

Note (a)
Includes standby letter of credit charges paid to Timex Group USA, Inc., fellow subsidiary of the Company Rs. 36 lakhs (Previous year Rs. 78 lakhs)

23 Depreciation and Amortisation Expense

	Year ended March 31, 2026	Year ended March 31, 2025
Depreciation of property, plant and equipment (refer note 2.1)	125	117
Amortisation of intangible assets (refer note 3)	16	19
Depreciation on ROU assets (refer note 32)	199	194
	340	**330**

24 Other Expenses

	Year ended March 31, 2026	Year ended March 31, 2025
Stores and spares consumed	75	52
Power and fuel	104	110
Freight outward	966	620
Rent	249	243
Repairs and maintenance:		
- Buildings	159	142
- Plant and machinery	78	47
- Others	35	18
Insurance	175	150
Rates and taxes	7	20
Advertising	3,255	2,378
Sales promotion	3,348	2,012
Professional and legal charges	364	242
Travelling and conveyance expenses	871	760
Directors' sitting fees	25	13
Allowance for bad and doubtful debts (refer note 31.3.2)	27	-
Loss on sale of property, plant and equipment (net)	3	7
Bank charges	13	8
Communication expenses	92	92
Warranty expenses	639	515
Meeting and conference	184	140
Purchased services*	2,057	1,653
Support & Service Charges	1,064	905
Royalty (refer note 45)	2,772	2,154
Auditor remuneration (net of input tax credit):		
- As auditors (for audit)	27	24
- Limited reviews	15	13
- Taxation matters (for tax audit)	3	3
- Reimbursement of out of pocket expenses	3	3
Net loss on account of foreign exchange fluctuations	210	-
Miscellaneous expenses**	258	225
	17,078	**12,549**

* Includes exceptional item of Rs. 109 lakhs (March 31, 2025 Rs. Nil)

** Does not include any item of expenditure with a value of more than 1% of the revenue from operations

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

25 Income Taxes

25.1

	As at March 31, 2024	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive income	As at March 31, 2025
Deferred Tax assets				
Property, plant and equipment and Intangible assets	56	(2)	-	54
Temporary difference on account of disallowances under the Income-tax Act, 1961	294	23	-	317
Lease liabilities (net of Right-of-use assets)	26	(10)	-	16
Provision for Allowance for bad and doubtful debts	76	6	-	82
Employee benefits	364	172	(3)	533
Total Deferred Tax assets	**816**	**189**	**(3)**	**1,002**

	As at March 31, 2024	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive income	As at March 31, 2025
Deferred Tax assets				
Property, plant and equipment and Intangible assets	57	(1)	-	56
Temporary difference on account of disallowances under the Income-tax Act, 1961	309	(15)	-	294
Unabsorbed depreciation	195	(195)	-	-
Lease liabilities (net of Right-of-use assets)	26	-	-	26
Provision for Allowance for bad and doubtful debts	83	(7)	-	76
Employee benefits	324	41	(1)	364
Total Deferred Tax assets	**994**	**(177)**	**(1)**	**816**

25.2 The income tax expenses for the year can be reconciled to the accounting profits as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Profit before tax excluding comprehensive income	**10,194**	**4,277**
Income-tax expense / (credit) @ 25.168% (2025: 25.168%)	2,566	1,076
	2,566	**1,076**
Tax effect of adjustments relating to setoff of earlier years losses/ unabsorbed depreciation	-	29
Tax adjustment related to earlier year	10	-
Amount disallowed under Income Tax Act 1961	74	30
Tax expenses recognised in Statement of Profit and Loss	**2,650**	**1,135**

The tax rate used for the current year reconciliation above is the corporate tax rate of 25.168% (2025: 25.168%) payable by the Company in India on taxable profits under the Indian tax law.

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

25.3 Deferred tax assets /liabilities:

	As at March 31, 2026	As at March 31, 2025
Deferred tax liabilities	-	-
Deferred tax assets		
Provision for employee benefits	533	364
Provision for allowance for bad and doubtful debts	82	76
Property, plant and equipment and intangible assets	54	56
Lease liabilities (net of Right -of-use-assets)	16	26
Temporary difference on account of disallowances under the Income-tax Act, 1961	317	294
Net deferred tax asset	**1,002**	**816**

Note:

(i) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(ii) On 29th November 2019 the Company has signed Unilateral Advance Pricing Agreement (APA) with the Central Board of Direct Taxes, Department of Revenue, Ministry of Finance, Government of India wherein the Company has agreed on the methodology to be followed for determining the Arm's Length Price of the transactions covered by the agreement. The Company has complied with the details mentioned in the agreement and has filed compliance report with the authorities on 26th February 2020. The above disclosure has been considered after effect of APA, however the compliance report filed by the Company are yet to be audited / verified by the authorities. This APA was valid till financial year 2020-2021.

(iii) There are no uncertain tax positions, and unused tax losses/credits.

26(i) Contingent Liabilities and Commitments

	As at March 31, 2026	As at March 31, 2025
A Contingent Liabilities		
i. Claims against the Company not acknowledged as debts:		
Sales Tax / Goods and Services Tax	72	72
Income tax	10	474
Customs Duty	60	60
Others- Pricing Claims / Vendor Claims	138	267

The amounts shown above represents the best possible estimates arrived at on the basis of available information. The uncertainties and possible reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants as the case may be and therefore cannot be predicted accurately or relate to a present obligations that arise from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate cannot be made. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal positions against such disputes.

(ii) Other Money for which the company is contingently liable

The Hon'ble Supreme Court of India vide its judgement dated February 28, 2019 and subsequent review petition has ruled in respect of compensation for the purpose of Provident Fund contribution under the Employee's Provident Fund Act, 1952.

There is significant uncertainty as to how the liability, if any, should be calculated for the period up to February 28, 2019 as it is impacted by multiple variables, including the period of assessment, the application with respect to certain current and former employees and whether the interest and penalties may be assessed. The Management have determined that on account of the practicality of application of the judgement, the Company would not be in a position to determine the liability as of now, The Company is of the opinion that the amount cannot be reasonably estimated.

As a matter of caution, the Company has started comply the above provision on prospective basis from the date of such ruling i.e. March 1, 2019.

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

B Commitments

(i) The estimated amount of contracts remaining to be executed on capital account and not provided for is Rs. 12 Lakhs (2025: Rs. 73 Lakhs).

(ii) The Company has other commitments, for purchases / sales orders which are issued after considering requirements as per operating cycle for purchase / sale of goods and services, employee benefits. The Company does not have any long term contracts including derivative contracts for which there will be any material foreseeable losses.

C Arrears of fixed cumulative dividends on preference shares (from financial year 2018-19) as at March 31, 2026 – Rs. 1,400 lakhs (as at March 31, 2025 – Rs. 3,451 lakhs). Out of these arrears of dividends, the Board of Directors has, in its meeting held on May 26, 2026, recommended to the members dividend on 35,000,000 5% cumulative redeemable non- convertible preference shares amounting to Rs. 1,400 lakhs comprising of Rs. 175 lakhs each year from the FY 2018-19 to FY 2025-26 to pay off unpaid accumulated dividend out of available distributable profits for the FY 2025-26. These dividends will be subject to the approval by the Members of the Company at its ensuing Annual General Meeting (“AGM”).

During the year, the post approval of Members the Company in Annual General Meeting (“AGM”), paid dividend on 22,900,000 13.88% cumulative redeemable non- convertible preference shares amounting to Rs. 954 lakhs comprising of Rs. 318 lakhs each for the FY 2024-25, FY 2018-19 and FY 2019-20 to pay off part of unpaid accumulated dividend out of available distributable profits for the FY 2024-25. Further, the Board of Directors has, in its meeting held on November 4, 2025, recommended interim dividend on 22,900,000 13.88% cumulative redeemable non- convertible preference shares amounting to Rs. 1271 lakhs comprising of Rs. 318 lakhs each for the FY 2020-21 to FY 2023-24 to pay off unpaid accumulated dividend out of available distributable profits.

Note

The dividend liability on 22,900,000 5.4% cumulative redeemable non-convertible preference shares of Rs. 10 each, payable until 31 March 2009, was waived off as per the consent of the holders of these preference shares vide their letter dated 15 March 2009. The coupon rate applicable to these series of preference shares was revised to 7.1% effective 1 April 2009 till the date of maturity. The holders of these preference shares have further waived the dividend for the years 2012-13, 2013-14, 2014-15 and 2015-16, subject to the condition that the coupon rate for these series shall be revised from 7.1% to 13.88%. During the financial year 2016-17, the Company obtained relevant approvals from the regulatory authorities and the coupon rate applicable to these series of preference shares was revised to 13.88% effective 1 April 2016 till the date of maturity. Further, the holders of these preference shares have waived the dividend for the financial years 2016-17 and 2017-18. The dividend liability on 35,000,000 5% cumulative redeemable non-convertible preference shares of Rs. 10 each payable until 31 March 2018, was waived off as per the consent of the holders of these preference shares vide their letter dated 26 February 2018. Thus there is no outstanding dividend on cumulative preference shares as at March 31, 2018.

26 (ii) There are no amount due for payment to the Investor Education and Protection Fund under Section 125(1) of the Companies Act, 2013

27 Related Party Transactions

27.1 Description of related parties

A	**Ultimate Holding Company**	BP Horological Group L.L.C*
	Intermediate Holding Companies	BP Horological Holdings L.L.C*
		Tanager Group B.V. (formerly known as Timex Group B.V.)
		Timex Nederland B.V.
	Holding Company	Timex Group Luxury Watches B.V.
B	**Fellow Subsidiary Companies**	Timex Group USA, Inc.
	(Only with whom the Company	Vertime B.V.
	had transactions during the current	Timex Group Canada, Inc.
	year and previous year)	Time Master Watches and Accessories Private Limited

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

C	**Key Managerial Personnel**	Mr. David Thomas Payne* (Non-Executive Director & Chairman)
		Mr. Marco Zambianchi* (Non- Executive & Non-Independent Director)
		Mr. Deepak Chhabra (Managing Director)
		Ms. Dhanashree Ajit Bhat (Non- Executive & Independent Director)
		Ms. Meeta Makhan (Non- Executive & Independent Director)
		Mr. Sanjeev Kumar (Non- Executive & Independent Director)
		Mr. Amit Jain (Chief Financial Officer)
		Mr. Dhiraj Kumar Maggo (Company Secretary)
D	**Post Employment Benefits Plans**	Timex Watches Provident Fund Trust
		Timex Watches Superannuation Fund

* No transactions during the current year and previous year

27.2 Disclosure of transactions between the Company and related parties

Nature of transaction	Related Party	Year ended March 31, 2026	Year ended March 31, 2025
Sale of products	Timex Nederland B.V.	925	805
	Timex Group USA, Inc.	-	1
	Timex Group Canada Inc.	0#	-
		925	**806**
Reimbursement of expenses (received/receivable)	Timex Group Luxury Watches B.V.	16	36
	Timex Group USA, Inc.	-	9
	Vertime B.V.@	-	4
		16	**49**
Reimbursement of expenses (paid/payable)	Timex Group USA, Inc.	36	78
		36	**78**
Purchase of products	Vertime B.V.	3,751	2,446
	Timex Nederland B.V.	10,068	8,134
		13,819	**10,580**
Royalty (Paid/payable) as per Intellectual Property License	Timex Group USA, Inc.	2,685	2,090
		2,685	**2,090**
Service income	Timex Group USA, Inc.	388	361
	Timex Nederland B.V.	48	117
	Time Master Watches and Accessories Private Limited	230	234
		666	**712**
Service charges paid@	Timex Group USA, Inc.	1,385	1,209
		1,385	**1,209**
Preference share redemption ^	Timex Group Luxury Watches B.V.	2,290	1,570
		2,290	**1,570**
Dividend on preference share ^	Timex Group Luxury Watches B.V.	2,533	1,304
		2,533	**1,304**
Preference Share Issued ^	Timex Group Luxury Watches B.V.	-	2,732
		-	**2,732**
Interest expense on Preference shares{refer note 15}	Timex Group Luxury Watches B.V.	294	127
		294	**127**

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

Nature of transaction	Related Party	Year ended March 31, 2026	Year ended March 31, 2025
Key management personnel compensation	Mr. Deepak Chhabra	578	552
	Mr. Amit Jain	268	245
	Mr. Dhiraj Kumar Maggo	198	204
	Ms. Dhanashree Ajit Bhat (sitting fees)	7	4
	Ms. Meeta Makhan (sitting fees)	11	5
	Mr. Sanjeev Kumar (sitting fees)	7	4
		1,069	**1,014**
	Out of the above:		
	Short-term benefits	953	699
	Post-employment benefits	75	13
	Other long-term benefits	16	289
		1,044	**1,001**
Employee Benefits Expense	Timex Watches Provident Fund Trust	187	178
	Timex Watches Superannuation Fund	5	5
		192	**183**

@ Included in sales promotion expense and Support and Service Charges

^ Redemption of preference shares alongwith accumulated /unpaid dividend through issuance of preference shares {refer note 1.C.(i)(b) and 15 (i)}.

Amount is below rounding off threshold adopted by the Company

27.3 Disclosure of outstanding balances as at the year end between the Company and related parties

Outstanding balances	Related Party	As at March 31, 2026	As at March 31, 2025
Receivables	Timex Group USA, Inc.	-	111
	Timex Nederland B.V.	54	40
	Timex Group Luxury Watches B.V.	5	35
	Time Master Watches and Accessories Private Limited	70	67
		129	**253**
Payables	Timex Group USA, Inc.	1,083	1,113
	Timex Nederland B.V.	2,513	1,641
	Vertime B.V.	795	269
		4,391	**3,023**
Other Financial Liabilities	Timex Group Luxury Watches B.V.	421	127
		421	**127**
Liability for compound financial instruments - Preference shares (at fair value)	Timex Group Luxury Watches B.V.	2,949	2930
		2,949	**2,930**

Notes :

1. No expense has been recognised in the current or prior years for bad and doubtful debts in respect of amounts owed by related parties.
2. Timex Group USA, Inc. , a fellow subsidiary company, has provided Standby Letter of Credit (SBLC) amounting to Rs. 550 lakhs as on March 31, 2026 (2025: Rs. 1,730 lakhs) (including unfunded limit) to the bankers of the Company for use of cash credit and overdraft facilities (including working capital loans). Refer note 15 (iii) and 22 (a) for related finance cost.
3. For preference share issued to Timex Group Luxury Watches B.V. - refer note 11 B (ii)

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

28 Employee Benefits

28.1 Defined contribution plans:

	Year ended March 31, 2026	Year ended March 31, 2025
Superannuation fund (Refer to note (i) below)	5	5
Employees' State Insurance Corporation (Refer to note (ii) below)	6	6
	11	**11**

The expenses incurred on account of the above defined contribution plans have been included in Note 21 "Employee Benefits Expenses" under the head "Contribution to provident and other funds"

(i) Superannuation fund

The Company's contribution paid/ payable under the scheme to the Superannuation Fund Trust, as administered by the Company is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service. The trustees of the scheme have entrusted the administration of the trust scheme to Life Corporation of India Limited (LIC).

(ii) Employee State Insurance fund

The Company's contribution paid/ payable under the scheme to the Employee State Insurance is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

28.2 Defined benefit plans

Gratuity - The Company provides for gratuity for employees as per the Payment of Gratuity Act 1972. The Company operates a post-employment defined benefit plan that provides for gratuity. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/ exit. The Scheme is not funded by plan assets.

(i) These plans typically expose the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment Risk

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Salary Risk

The present value of defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Interest Risk

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in value of the liability.

Longevity Risk

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plans liability.

(ii) The principal assumption used for the purpose of the actuarial valuation were as follows:

	As at March 31, 2026	As at March 31, 2025
Discount rate (p.a)	7.00%	6.60%
Salary increase rate (p.a)	10.00%	10.00%
Retirement age (years)	58	58
Mortality rates	IALM (2012-14)	IALM (2012-14)
Withdrawal rate		
Up to 30 years	9.00%	12.00%
31 to 44 years	11.00%	10.00%
Above 44 years	15.00%	12.00%

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

The cost of the defined benefit plans and other long term benefits are determined using actuarial valuation. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These includes the determination of the discount rate, future salary increases and mortality rate. Due to these complexities involved in the valuation it is highly sensitive to the changes in these assumptions. All assumptions are reviewed at each reporting date. The present value of the defined benefit obligation and the related current service cost and planned service cost were measured using the projected unit cost method. The present value of the defined benefit obligation and the related current service cost and planned service cost were measured using the projected unit cost method.

(iii) Amounts recognised in statement of profit and loss in respect of Gratuity benefit plan is as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Current Service cost	113	100
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	74	63
Past service cost (exceptional item) (refer note 37)	321	-
	508	**163**

These amounts for the year are included in Note 21 "Employee Benefits Expenses".

(iv) Amounts recognised in Other Comprehensive Income:

	Year ended March 31, 2026	Year ended March 31, 2025
Actuarial (gain)/losses arising from change in demographic assumptions	(41)	(43)
Actuarial (gain)/losses arising from changes in financial assumptions	(37)	45
Actuarial (gain)/losses arising from changes in experience adjustments	68	(6)
	(10)	**(4)**

(v) The amount included in balance sheet arising from the entity's obligation in respect of its defined benefit plan is as follows:

	As at March 31, 2026	As at March 31, 2025
Present value of defined benefit obligation	1,470	1,012
Fair Value of Plan Assets	-	-
Surplus / (Deficit)	**(1470)**	**(1012)**

(vi) Movements in the present value of defined benefit obligation are as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Opening defined benefit obligation	1,012	882
Current Service Cost	113	100
Interest Cost	74	63
Actuarial (gain)/losses arising from change in demographic assumptions	(41)	(43)
Actuarial (gain)/losses arising from changes in financial assumptions	(37)	45
Actuarial (gain)/losses arising from changes in experience adjustments	68	(6)
Past service cost, including losses /(gains) on curtailments	321	-
Benefits paid	(41)	(29)
Closing defined benefit obligation	**1,469**	**1,012**

(vii) Classification into non-current and current:

Gratuity (refer note 13A)	As at March 31, 2026	As at March 31, 2025
Non-current	1,170	858
Current	299	154
	1,469	**1,012**

(viii) The average duration of the defined benefit obligation is 6 years. The expected cash out flow during the next financial year is Rs. 154 Lakhs.

(ix) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of reporting period, while holding all other assumptions constant.

	As at March 31, 2026		As at March 31, 2025	
	Discount Rate	Salary escalation rate	Discount Rate	Salary escalation rate
Defined benefit obligation on plus 100 basis points	1,395	1,548	951	1,078
Defined benefit obligation on minus 100 basis points	1,551	1,397	1,081	952

(x) Maturity Profile of Defined Benefit Obligation

	On undiscounted basis	Indian Rupees (INR)
a)	1 year	299
b)	2 to 5 years	682
c)	6 to 10 years	684
d)	More than 10 years	606

(b) Providend Fund: In accordance with Indian law, all eligible employees of the Company in India are entitled to receive benefits under the provident fund plan in which both the employee and employer (at a determined rate) contribute monthly to a trust set up by the Company to manage the investments and distribute the amounts entitled to employees. This plan is a defined benefit plan as the Company is obligated to provide its members a rate of return which should, at the minimum, meet the interest rate declared by Government administered provident fund. The contributions made by the Company and the shortfall of interest, if any, are recognised as an expense in statement of profit and loss under employee benefit expenses. As per the latest actuarial valuation report of provident fund liabilities on the basis of guidance issued by Actuarial Society of India and based on the assumptions as mentioned below, there is a deficiency of amount Rs 13 lakhs (March 31, 2025 Rs Nil) for the year ended March 31, 2026, in the interest cost as the present value of the expected future earnings of the fund is lower than the expected amount to be credited to the individual members based on the expected guaranteed rate of interest of Government administered provident fund.

The following table sets out the details of the defined benefit provident fund plan and the amounts recognised in the financial statements:

Change in benefit obligations

	Year ended March 31, 2026	Year ended March 31, 2025
Benefit obligations, beginning of the year	**3,028**	**2,677**
Employee contribution	260	236
Service cost	195	179
Interest cost	208	197
Obligations transferred in	57	107
Benefits paid	(280)	(375)
Re-measurement (or Actuarial) (gain) / loss arising from:		
-change in demographic assumptions	(3)	(13)
-change in financial assumptions	(32)	8
-experience variance	37	12
Closing defined benefit obligation	**3,470**	**3,028**

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

Change in plan assets

	Year ended March 31, 2026	Year ended March 31, 2025
Plan assets, beginning of the year	**3,040**	**2,684**
Investment Income	208	197
Employer's Contributions	178	160
Employee's Contributions	260	236
Transfers In / (Out)	57	107
Benefits paid	(280)	(374)
Remeasurement - return on plan assets excluding amount included in interest income	(6)	30
Plan assets at the end of the year	**3,457**	**3,040**

Net periodic provident fund cost, included in the employee cost consists of the following components:

	Year ended March 31, 2026	Year ended March 31, 2025
Service cost	195	179
Net periodic provident fund cost	**195**	**179**

The plan asset investment is as per pattern specified by Employee's Provident Fund Organisation with more than 90% of the assets invested in Government bonds and debt instruments.

The assumptions used in determining the present value obligations of interest guarantee under the deterministic approach are as follows:

	Year ended March 31, 2026	Year ended March 31, 2025
Discount rate	7.00%	6.60%
Average remaining tenure of the investment (years)	7.69	7.26
Guaranteed rate of return	8.25%	8.25%

The contribution amounting to Rs. 234 lakhs (March 31, 2025 Rs. 234 lakhs) to the provident fund trust and interest short fall, as mentioned above of Rs. 13 lakhs (March 31, 2025 Rs. Nil) has been charged to statement of profit and loss (refer note 21).

28.3 Other long-term employee benefit

Amounts recognized in the statement of profit and loss in note 21 Employee Benefits expense	Year ended March 31, 2026	Year ended March 31, 2025
Compensated absences expenses	201	91
	201	**91**

The other employee benefit obligation which are provided for but not funded are as under:

	As at March 31, 2026	As at March 31, 2025
Compensated absences liability (refer note 13A) :		
Non-Current	441	367
Current	100	66
	541	**433**

29 Segment Reporting

The Company is primarily engaged in the business of manufacturing and trading of watches and rendering of related after sales service. The other activities of the Company comprise of providing information and technology support services to the group companies. The Managing Director of the Company, who has been identified as the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocates resources based on the analysis of the various performance indicators of the Company as a single unit. Therefore, the operations of the Company constitutes a single operating segment in accordance with the principles prescribed under Ind AS 108 - Operating segments. Accordingly, no separate disclosures of segment information has been made.

(All amounts in Rs. Lakhs, unless otherwise stated)

Entity wide disclosure

Revenue from operations	Year ended March 31, 2026	Year ended March 31, 2025
- Domestic	78,264	52,274
- Overseas	1,595	1,536
	79,859	**53,810**

Non current segment assets	As at March 31, 2026	As at March 31, 2025
-Within India	1,168	1,260
-Outside India	-	-
	1,168	**1,260**

Domestic information includes sales and services to customers located in India.

Overseas information includes sales and services rendered to customers located outside India.

Non-current segment assets includes property, plant and equipment's, right of use assets, capital work in progress, intangible assets and other non current assets.

There is only one customer representing more than 10% of the total Company's revenue for the financial year 2025-26 and 2024-25.

30 Earnings Per Share

	Year ended March 31, 2026	Year ended March 31, 2025
Profit after tax	7,544	3,142
Less: Arrears of preference share dividend [refer note 26 (i) (C)]	(175)	(493)
Profit attributable to the equity holders of the Company used in calculating basic earning per share and diluted earning per share	7,369	2,649
Weighted average number of equity shares for the purpose of calculating basic earnings per shares and diluted earnings per share	10,09,50,000	10,09,50,000
Nominal value per equity share (INR) (absolute amount)	10	10
Basic Earnings per share (Rs.) (absolute amount)	7.30	2.62
Diluted Earnings per share (Rs.) (absolute amount)	7.30	2.62

There are no dilutive instrument issued by Company

31 Financial Instruments and Risk Management

31.1 Capital Management

The Company manages its capital to ensure that it will be able to continue as a going concern and provide reasonable return to the shareholders through maintaining reasonable balance between debt and equity. The capital structure of the Company consists of net debt (borrowings net of cash and cash equivalents) and total equity of the Company. Holding Company has infused capital by way of preference shares as and when needed. The Company's management reviews the capital structure of the Company on a periodic basis. As part of review, the management considers the cost of capital and risk associated with each class of capital {refer note 1.B.(xvii)}.

The following table provides detail of the debt and equity at the end of the reporting period:

	As at March 31, 2026	As at March 31, 2025
Debt*	2,949	3,386
Less: Cash & cash equivalents	3,395	-
Less: Bank balances other than cash & cash equivalents above	2	2
Net Debt	(448)	3,384
Total Equity (Equity share capital + Other equity)	11,128	8,400
Net debt to equity ratio	**-4%**	**40%**

*Including liability compound financial instruments of preference shares. Also refer note 15.

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

31.2 Financial instruments by category

	As at March 31, 2026	As at March 31, 2025
Financial Assets		
Measured at amortised cost^		
(a) Trade Receivables	5,816	5,467
(b) Cash and cash equivalents	3,395	-
(c) Bank balances other than above	2	2
(d) Other financial assets	127	114
	9,340	**5,583**

	As at March 31, 2026	As at March 31, 2025
Financial Liabilities		
Measured at fair value through profit or loss (FVTPL)		
(a) Borrowings (refer note 15)	2,949	2,930
Total financial liabilities measured at FVTPL (A)	**2,949**	**2,930**
Measured at amortised cost^		
(a) Borrowings	-	456
(b) Lease liabilities	603	788
(c) Trade Payables	12,079	7,313
(d) Other financial liabilities	2,845	2,141
Total financial liabilities measured at amortised cost (B)	**15,527**	**10,698**
Total Financial liabilities (A+B)	**18,476**	**13,628**

^ Carrying value of the financial assets and liabilities designated at amortised cost approximates its fair value.

31.3 Financial Risk Management

The Board of directors has approved risk management policy which provides framework to identify, evaluate business risk and challenges across the company. The company has constituted risk management committee of senior management team. These policies and guidelines cover foreign currency risk, credit risk and liquidity risk. The objective of financial risk management is to contain, where deemed appropriate, exposures on net basis to the various types of financial risks mentioned above in order to limit any negative impact on the Company's results and financial position.

31.3.1 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. The Company is exposed to foreign exchange risk arising through its sales and purchases denominated in various foreign currencies.

Foreign Currency Risk Management

Foreign currency risk also known as Exchange Currency Risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Foreign currency risk in the Company is attributable to Company's operating activities and financing activities.

In the operating activities, the Company's exchange rate risk primarily arises when revenue / costs are generated in a currency that is different from the reporting currency (transaction risk). The information is monitored by the Audit committee and the Board of Directors on a quarterly basis. This foreign currency risk exposure of the Company are mainly in U.S. Dollar (USD). The Company's exposure to foreign currency changes for all other currencies is not material.

Foreign currency risk exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting periods expressed in Rs., are as follows:

		As at March 31, 2026		As at March 31, 2025	
Particulars	**Original currency**	**(Original currency in lakhs)**	**(Rs. in lakhs)**	**(Original currency in lakhs)**	**(Rs. in lakhs)**
Trade receivables	USD	1	59	2	186
Trade payables	USD	41	3,833	31	2,661
	HKD	10	120	14	155
	CHF	7	795	3	269
	JPY	102	60	-	-

The Company does not enter into or trade financial instrument including derivative financial instruments for speculative purpose.

Foreign currency sensitivity analysis

The Company is mainly exposed to USD.

The following table details the Company's sensitivity to a 1% increase and decrease in the Rupee against the relevant foreign currency. The sensitivity analysis includes only outstanding foreign currency denominated monetary items as tabulated above and adjusts their translation at the period end for 1% change in foreign currency rates. A positive number below indicates an increase in profit before tax or vice-versa.

	Year ended March 31, 2026		Year ended March 31, 2025	
	Rs. strengthens by 1%	**Rs. weakens by 1%**	**Rs. strengthens by 1%**	**Rs. weakens by 1%**
Impact on profit /(loss) for the year				
USD	38	(38)	25	(25)

31.3.2 Credit Risk Management

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss. Refer note 8 for the disclosures for trade receivables.

The Company uses expected credit loss model to assess the impairment loss or gain. The Company has used a practical expedient by computing the allowance for bad and doubtful debts for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The allowance for bad and doubtful debts is based on the ageing of the days the receivables are due and the rates as given in provision matrix and Company's historical experience for customers.

Financial assets for which loss allowance is measured:

	Note No.	**As at March 31, 2026**	**As at March 31, 2025**
Trade receivables	8	327	304
		327	**304**
Balance at the beginning		**304**	**329**
Provided during the year		27	22
Reversed during the year		(4)	(47)
Balance at the end		**327**	**304**

Other than financial assets mentioned above, none of the Company's financial assets are either impaired or past due, and there were no indications that defaults in payment obligations would occur.

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

31.3.3 Liquidity Risk Management

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles and realisation of financial assets with the liabilities. The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

The table below analyses the Company's financial liabilities (excluding lease liabilities) into relevant maturity groupings based on their contractual maturities (undiscounted):

As at March 31, 2026	<1 year	1 to 5 years	>5 years	Total	Carrying Value
Borrowings	-	2,982	-	2,982	**2,982**
Trade payables	12,079	-	-	12,079	**12,079**
Other financial liabilities	2,845	-	-	2,845	**2,845**
	14,924	**2,982**	**-**	**17,906**	**17,906**

As at March 31, 2025	<1 year	1 to 5 years	>5 years	Total	Carrying Value
Borrowings	456	2,982	-	3,438	**3,438**
Trade payables	7,313	-	-	7,313	**7,313**
Other financial liabilities	2,141	-	-	2,141	**2,141**
	9,910	**2,982**	**-**	**12,892**	**12,892**

32 Leases

Disclosures as required under Ind AS 116:

The Company has entered into various lease agreements for acquiring space to do its day to day operations. Such lease contracts include monthly fixed payments for rentals. The lease contracts are generally cancellable at the option of lessee during the lease tenure. The Company also have a renewal option after the expiry of contract terms. There are no significant restrictions imposed under the lease contracts.

The Company has entered into a lease agreement of 95 years for its factory land located in Baddi which is operational. The lease contract amount is fully paid and there are no significant restrictions imposed under the lease contracts. Earlier these contracts were recorded as operating lease and now these have been accounted as Right of Use assets under Ind AS 116. Further, the Company has entered into various lease/license agreements for certain other leased/licensed premises, which expire at various dates over the next nine years. There are no contingent lease/license fees payments.

Right of use assets

Following are the changes in the carrying value of right of use assets

Movement in right-of-use assets: **(Rs. in lakhs)**

Particulars	Lease of Office / Warehouse Space	Lease of Land	Total
Balance as of April 1, 2024	753	125	878
Additions	-	-	-
Deletions	-	-	-
Depreciation	192	2	194
Balance as of March 31, 2025	**561**	**123**	**684**
Additions	54	-	54
Deletions	-	-	-
Depreciation	197	2	199
Balance as of March 31, 2026	**418**	**121**	**539**

The following is the movement in lease liabilities

Lease Liability	As at March 31, 2026	As at March 31, 2025
Opening Balance	788	983
Additions made during the year	49	-
Deletions during the year	-	-
Finance cost accrued during the year	67	82
Payment of lease liabilities	(301)	(277)
Closing Balance	**603**	**788**

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

The following is the break-up of current and non-current lease liabilities

Lease Liability	As at March 31, 2026	As at March 31, 2025
Non - current	268	565
Current	335	223
Total	**603**	**788**

Following amount has been recognised in Statement of Profit and Loss

Rs. in lakhs)

Particulars	Lease of Office / Warehouse Space	Lease of Land	Total
Depreciation on right to use asset	192	2	194
Finance costs	82		82
Total amount recognised in Statement of Profit and Loss for the year ended March 31, 2025	**274**	**2**	**276**
Depreciation on right to use asset	197	2	199
Finance costs	67	-	67
Total amount recognised in Statement of Profit and Loss for the year ended March 31, 2026	**264**	**2**	**266**

Lease commitments

Where the Company is a lessee/licensee

The details of the contractual maturities of lease liabilities

Particulars	March 31, 2026	March 31, 2025
(i) not later than one year	311	286
(ii) later than one year and not later than five years	386	655
(iii) later than five years	-	-
	697	**941**

Expense relating to other cancellable operating lease during the financial year is Rs. 53 lakhs (year ended March 31, 2024: 39 lakhs).

Expense relating to low value assets with long term lease period during the financial year is Rs. NIL.

There are no sale and lease back transactions. There are no sub leases of right of use assets

33 Ratios

The following are analytical ratios for the year ended March 31, 2026 and March 31, 2025

S. No.	Particulars	Numerator	Denominator	As at March 31, 2026	As at March 31, 2025	Variance	Reason for variance where % of variance is more than 25%
1	Current Ratio (in times)	Current assets	Current liabilities	1.81	1.92	-5%	N/A
2	Debt Equity Ratio (in times)	Total Debt(1)	Shareholder's Equity	0.27	0.40	-34%	Mainly resulting on account of redemption of 13.88% Preference share of INR 2,290 lakhs alongwith accumulated /unpaid dividend of Rs. 2,533 lakhs . Also during the year, the Company has repaid the overdraft and cash credit facility of Rs. 456 lakhs and there is improved profitablity as compare to previous year.
3	Debt Service Coverage Ratio (in times)	Earnings available for debt service(2)	Debt Service(3)	2.41	1.02	137%	During the year, the Company has repaid the overdraft and cash credit facility of Rs. 456 lakhs and there is improved profitablity as compare to previous year.
4	Return on Equity Ratio (in %)	Net Profits after taxes	Average Shareholder's Equity	88%	38%	130%	Mainly due to higher profitability as compared to previous year.

Notes forming part of the financial statements for the year ended March 31, 2026
(All amounts in Rs. Lakhs, unless otherwise stated)

5	Inventory Turnover Ratio (in times)	Cost of Goods Sold	Average Inventory	2.60	2.41	8%	N/A
6	Trade Receivables turnover Ratio (in times)	Revenue from operations	Average Trade Receivable	14.16	10.17	39%	Change in ratio is mainly due to higher growth in sales and improvement in collectons during the year.
7	Trade payables turnover Ratio (in times)	Purchases of material, services and other expense	Average Trade Payables	6.42	6.25	3%	N/A
8	Net capital turnover Ratio (in times)	Revenue from operations	Working Capital (4)	5.67	4.90	16%	N/A
9	Net profit Ratio (in %)	Net Profit after tax	Revenue from operations	9.4%	5.8%	62%	Mainly due to higher profitability as compared to previous year.
10	Return on Capital employed (in %)	Earning before interest and taxes	Capital Employed(5)	76%	39%	94%	Mainly due to higher profitability as compared to previous year.Also during the year, the Company has repaid the overdraft and cash credit facility of Rs. 456 lakhs
11	Return on investment (in %)	Income generated from investments	Investments	N/A	N/A	N/A	N/A

N/A - Not applicable.

(1) Debt represents only short-term borrowings

(2) Earnings available for debt service = Net Profit after taxes + Non-cash operating expenses + Interest + other adjustments like loss on sale of Fixed assets etc.

(3) Debt Service = Short-term debts and Interest on borrowings

(4) Working Capital = Current Assets - Current Liabilities

(5) Capital Employed = Tangible net worth + Debts

34 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

35 The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

36 Transfer Pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company continuously updates its documentation for the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by such date as required under law. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

Notes forming part of the financial statements for the year ended March 31, 2026

(All amounts in Rs. Lakhs, unless otherwise stated)

37 On 21 November 2025, the Government of India notified the four Labour codes - 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 - consolidating 29 existing Labour Laws. Based on the notified central rules and FAQs issued by the Ministry of Labour and Employment and best available information, the Company has estimated the financial implications thereof and has recognized provision of Rs. 531 lakhs for the year ended March 31, 2026. Considering the materiality, regulatory driven and non - recurring nature of the afore stated impact, the Company has presented such incremental impact under "Exceptional items" in the financial statement. The Company continues to monitor the finalisation of State rules as well as the Government clarifications on the other aspects of the Labour Codes.

38 The Company does not have any immovable properties [other than properties (including buildings constructed there on included in Property, plant and Equipment disclosed in the financial statements) where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee].

39 No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

40 The Company is not a declared wilful defaulter by any bank or financial institution or other lender.

41 There are no charges or satisfaction yet to be registered by the Company with the Registrar of Companies (ROC) beyond the statutory period.

42 The Company has not entered into transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 2013.

43 The Company has not traded or invested in crypto currency or virtual currency during the financial year.

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

45 Royalty grouped under other expenses for the year ended March 31, 2026, includes Rs. 2,685 lakhs (March 31, 2025 Rs 2,090 lakhs) being royalty on net sales value of watches/ spare parts/ products sold under specific licensed brands manufactured/traded by the Company in terms of Intellectual Property License Agreement dated February 01, 2024 entered by the Company with Timex Group USA, Inc., a fellow subsidiary company, which is effective from April 1, 2024.

46 Ministry of Corporate Affairs (MCA) vide its notification number G.S.R. 206(E) dated March 24, 2021 (amended from time to time) in reference to the proviso to Rule 3 (1) of the Companies (Accounts) Amendment Rules, 2021, introduced the requirement of only using such accounting software w.e.f. April 01, 2023 which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The Institute of Chartered Accounts of India ("ICAI") issued an "Implementation guide on reporting on audit trail under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 edition)" in February 2024 relating to feature of recording audit trail.

The Company uses Oracle R12 EBS as its primary accounting software for recording all the accounting transactions and maintaining its books of account for the year ended March 31, 2026. Oracle R12 EBS has a feature of recording audit trail (edit log) facility which has not been enabled throughout the year.

In respect of maintaining payroll records, the Company uses an accounting software operated by a third party software service provider. Based on the independent service auditor's report which includes the requirements of audit trail, the said software has a feature of recording audit trail (edit log) facility and the same has operated throughout the year. Further, no instance of audit trail feature being tampered with has been reported in such auditor's report. The audit trail that was enabled and operated has been preserved as per the statutory requirements for record retention.

The Management has adequate internal controls over financial reporting which were operating effectively for the year ended March 31, 2026. The Management is in the process of evaluating the options to ensure compliance with the requirements of proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 referred above in respect of audit trail.

47 As per the MCA notification dated August 05, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain back-up on daily basis of such books of account and other relevant books and papers maintained in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create backup of accounts on servers physically located in India on a daily basis.

The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times however backup is not maintained in India and is presently maintained in servers in Singapore.

48 The prescribed CSR expenditure required to be spent in the year 2025-2026 as per the Companies Act, 2013 is Rs. Nil (Rs. Nil for the year ended 2024-2025), in view of average net profits of the Company being Rs. Nil calculated under section 198 of the Act based on last three financial years.

49 Figures for the previous period are rearranged, wherever necessary, to conform to the figures of the current period. The same does not have any material impact on the financial statements.

For and on behalf of the Board of Directors of Timex Group India Limited

David Thomas Payne
Chairman
(DIN - 07504820)
Place : Connecticut, USA
Date : May 26, 2026

Deepak Chhabra
Managing Director
(DIN - 01879706)
Place : Noida
Date : May 26, 2026

Dhiraj Kumar Maggo
Vice President – Legal, HR & Company Secretary
(Membership No.:F7609)
Place : Noida
Date : May 26, 2026

Amit Jain
Chief Financial Officer
(PAN - AAMPJ9232F)
Place : Noida
Date : May 26, 2026

Notes


ASTON MARTIN